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This Filing Statement is a reproduction of the original filed with the Exchange by the Company and is issued for information purposes only. The Exchange has neither approved nor disapproved the information contained therein, nor the material change set out in Item 2 below.

TORONTO STOCK EXCHANGE

FILING STATEMENT No. 330.
ACCEPTED FOR FILING, JULY 2nd. 1959.

NEW ROUYN MERGER MINES LIMITED
Full corporate name of Company

Incorporated under Laws of Province of Ontario by Letters Patent dated November 15, 1943, Supplementary Letters Patent dated February 28, 1944, November 24, 1947, and August 18, 1955.
Particulars of incorporation (e.g., Incorporated under Part IV of The Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957)

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

JUL 8 1959

1. Head office address and any other office address.	Suite 415, 18 Toronto Street, Toronto, Ontario.
2. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Underwriting and Option Agreement - See paragraph 7 hereof.
3. Names, addresses and chief occupations for the past five years of officers and directors.	President and Director - H. L. Isaacs, 39 Whiteoak Blvd, Toronto, Ont. - Mining Executive Vice-President and Director - T. H. Rea - 56 Old Forest Hill Road, Toronto, Ont. - Mining Executive Director - W. M. Gordon, Q.C., 346 Riverview Drive, Toronto, Ont. - One of Her Majesty's Counsel Director - J. I. Florence, Florence Paper Co., Dalhousie St., Ottawa, Ont. - Company Executive Director - S. J. Zacks, 185 Bay Street, Toronto, Ont. - Company Executive Director - J. A. Hackett, 80 Richmond Street West, Toronto, Ont. Member Toronto Stock Exchange Director - J. D. Streit, 80 Richmond Street West, Toronto, Ont. Mining Geologist Secretary-Treasurer - G. T. Smith, 130 Rosedale Valley Rd., Toronto, Ont. - Solicitor
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 5,520,000 shares $1.00 par Issued and Outstanding - 3,862,708 shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding or proposed to be issued.	Nil
6. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Thomson, Kernaghan & Co., Limited, 67 Richmond Street West, Toronto, Ontario. — 284,535 shares Roycan & Co., # 1 Acct, c/o Royal Bank of Canada, Montreal, Quebec. — 248,750 shares S. J. Brooks & Co., 185 Bay Street, Toronto, Ontario. — 206,741 shares W. B. Dix, Suite 1500, 25 King Street West, Toronto, Ontario. — 100,000 shares Breckenridge, McDonald & Co., 19 Richmond Street West, Toronto, Ontario. — 89,383 shares The Company has no knowledge as to the beneficial ownership of the above-noted shares.
7. Details of any treasury shares now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By Underwriting and Option Agreement dated June 29th, 1959, J. Bradley Streit & Co. Limited agreed to purchase, on behalf of itself and on behalf of clients, subject to the approval of the Toronto Stock Exchange, 200,000 shares of the capital stock of the Company at a price of 20 cents per share payable upon acceptance of this Filing Statement by the Toronto Stock Exchange and were granted options on an additional 600,000 shares exercisable as follows:- 200,000 shares at 25 cents per share within 3 months after the filing date 200,000 shares at 30 cents per share within 6 months after the filing date 200,000 shares at 50 cents per share within 12 months after the filing date.
8. Names and addresses of persons having any interest, direct or indirect, in underwritten or optioned shares or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	J. Bradley Streit & Co. Limited, 80 Richmond Street West, Toronto, Ontario, entered into the foregoing Underwriting and Option Agreement on its own behalf as to a 42½% interest and on behalf of the following in the proportion set opposite their respective names: S. J. Zacks Investments Limited, 185 Bay Street, Toronto, - a 17½% interest Olm Ltd., a wholly owned subsidiary of Osisko Lake Mines Limited 11 King Street West, Toronto. - a 12½% interest R. P. Mills & Co. Limited 315 St. James Street West, Montreal, Quebec. - a 12½% interest Taranco Holdings Limited 11 King Street West, Toronto, Ontario. - a 10% interest Henry Kaufman c/o McCuaig Bros. & Co. Limited, 276 St. James Street West, Montreal, Quebec. - a 5% interest

FINANCIAL STATEMENTS

NEW ROUYN MERGER MINES LIMITED
(Incorporated under the laws of Ontario)

BALANCE SHEET AS AT DECEMBER 31, 1958

ASSETS

CURRENT ASSETS		
Cash	31,425.75	
Prepaid expense	151.53	31,577.28
FIXED ASSETS - at cost (Notes 1 and 2)		
Buildings, plant and equipment	175,352.86	
Accumulated depreciation	17,022.74	
	158,330.12	
Mining claims held under development licences	369,886.75	528,216.87
OTHER ASSETS AND DEFERRED EXPENDITURE (Notes 1 and 2)		
Accounts receivable	16,580.66	
Exploration, mine development, maintenance and administrative expenses, less amounts written off	717,298.75	
Incorporation and organization	8,229.29	742,108.70
		$1,301,902.85

APPROVED ON BEHALF OF THE BOARD

"H.L. Isaacs") DIRECTORS

"W.M. Gordon")

LIABILITIES

CURRENT LIABILITIES			
Accrued liabilities			470.00
CAPITAL STOCK LESS DEFICIT			
Capital stock -			
Authorized -			
5,520,000 shares of a par value of $1.00 each		$5,520,000.00	
Issued and fully paid -			
3,862,708 shares		3,862,708.00	
Discount thereon		2,415,015.80	
		1,447,692.20	
Deficit -			
Balance - December 31, 1957	144,461.85		
Loss on sale of securities	1,797.50	146,259.35	1,301,432.85
			$1,301,902.85

AUDITORS' REPORT TO THE SHAREHOLDERS

We have examined the balance sheet of New Rouyn Merger Mines Limited as at December 31, 1958 and the statement of exploration, mine development, maintenance and administrative expenses for the year ended on that date.

The amount of $16,580.66 shown for accounts receivable is under dispute and we have been unable to confirm that the full amount will be collected.

Subject to the foregoing, in our opinion, the accompanying balance sheet and statement of exploration, mine development, maintenance and administrative expenses present fairly the financial position of the company as at December 31, 1958 and the results of its operations for the year ended on that date.

McDonald, Currie & Co.

TORONTO, April 28, 1959

CHARTERED ACCOUNTANTS

NEW ROUYN MERGER MINES LIMITED

STATEMENT OF EXPLORATION, MINE DEVELOPMENT, MAINTENANCE

AND ADMINISTRATIVE EXPENSES

FOR THE YEAR ENDED DECEMBER 31, 1958

BALANCE - DECEMBER 31, 1957			
Exploration and development		52,875.87	
Mine development, maintenance and administrative expenses	719,516.31		
Less: Amounts written off in prior years	61,884.47	657,631.84	710,507.71
EXPENDITURES DURING 1958			
Exploration and development - Survey fees re 1957		600.00	
Mine development and maintenance -			
Taxes and licences	494.46		
Insurance	284.57		
Wages	180.00	959.03	
Administrative -			
President's salary	1,200.00		
Transfer agent's fees	1,195.57		
Head office expenses	1,940.72		
Shareholders' information	361.35		
Accounting and audit fees	300.00		
Legal fees	300.00		
Corporation tax	85.00		
Filing fee	30.00		
Sundry	6.75		
Sundry revenue	(187.38)	5,232.01	6,791.04
BALANCE - DECEMBER 31, 1958			$717,298.75

NEW ROUYN MERGER MINES LIMITED

NOTES TO FINANCIAL STATEMENTS

FOR THE YEAR ENDED DECEMBER 31, 1958

1. Mining operations were suspended in January 1949. Since that date, no provision has been made for depreciation of buildings, plant and equipment and no amounts have been written off exploration, mine development, maintenance and administrative expenses.

2. The amounts shown for fixed assets and deferred expenditure represent costs to date (less accumulated depreciation and amortization in the case of items referred to in Note 1) and are not intended to reflect present or future values.

3. Under an agreement for acquisition of part of the mining claims, $30,000.00 will be payable to the vendor if the company earns profits of $100,000.00.

NEW ROUYN MERGER MINES LIMITED

Statement of Application of Funds Period January 1, 1959 to June 30, 1959.

Bank Balance - January 1, 1959		$31,425.75
Application of Funds:		
Administrative and General Expenses	$ 1,501.84	
Renewal of Claims and Development Licenses	1,492.52	
Registrar and Transfer Agents Fees	555.91	
Audit Fees	300.00	
Magnetometer and Geophysical Survey	13,670.00	
Corporation Tax - Ontario and Quebec	65.00	
Annual Return Fees	30.00	17,615.27
Bank Balance - June 30, 1959		$13,810.48

There have been no material changes in items on the balance sheet of the Company since December 31, 1958, other than those reflected in the Statement of Application of Funds above set out.

Approved on Behalf of the Board

"S.J. Zacks" _____ Director

"H.L. Isaacs" _____ Director

ENGINEER'S REPORTS

Note - The following are excerpts from a report by Campbell Fox, P.Eng., dated April 29th. 1959, of magnetometer & electromagnetic surveys on the property located in Rouyn and Joannes Townships, Rouyn-Noranda Area, Que. A complete copy of the report is on file with the Toronto Stock Exchange.

GENERAL STATEMENT

Magnetic and electromagnetic surveys were carried out over the entire New Rouyn Merger property in the Rouyn-Noranda area. The results have been carefully studied in conjunction with a review of all technical records available. Considerable data was located at the mine office near Noranda. Information from Geological Survey of Canada and Quebec Department of Mines maps and reports together with the mine records of underground and surface geology was used to interpret the geology as it is presented on the maps accompanying this report. The writer's experience in the general area over a number of years aided in the final assessment of the geological and geophysical data obtained from the present work. This report describes the structurally important geological features in conjunction with the geophysical surveys which have just been completed in order to aid in locating the presence of ore bodies.

The present work covered 65.4 miles of magnetometer survey and 59.0 miles of electromagnetic survey. The magnetometer survey aided in clarifying the interpretation of the important structural features. Three significant conductors were located as a result of the electromagnetic survey. Study of geological records revealed that there are a number of very favourable showings on the property which have not received adequate systematic study and which warrant a review of the known data and a careful re-study.

CONCLUSIONS & RECOMMENDATIONS

1. Three significant electromagnetic anomalies were indicated, one of which was located in an area of a coinciding magnetic anomaly. These three anomalies should be checked by a limited amount of electromagnetic traverses in the immediate vicinity of each. After some detailed electromagnetic work and further corroboration, these anomalies should be diamond drilled.

2. Although somewhat erratic the high gold values obtained on the O'Neill-Thompson showings warrant re-study and examination under competent technical supervision. The wide distribution of gold values along the area covered by these showings suggests the possibility of gold ore bodies being found under favourable structural conditions. A study should be made of possible structural controls such as flexures in the volcanic-sedimentary contact, schisted pyritized zones in dioritic intrusives, etc..

3. The high magnetic anomaly to the east of the Kinojevis River and south of the C.N.R. tracks warrants testing by at least one diamond drill hole. This anomaly closely resembles the anomaly on the west side of the Kinojevis River which outlines the diorite in which high erratic gold values were obtained. The hole should be drilled north-south to cross the indicated strike of this anomaly.

4. The depth possibilities of gold ore east along the strike and at depth in the shaft zone on the East Rouyn group should be tested by diamond drilling.

5. Various other showings with indications of gold and base metal mineralization should be studied in the light of present knowledge.

Respectfully submitted,

Campbell Fox

April 29, 1959
Brighton,
Ontario

Campbell Fox, P.Eng.

PROFESSIONAL ENGINEER
CAMPBELL FOX
PROVINCE OF QUEBEC

Note - Copy of Engineer's Certificate is on file with the Toronto Stock Exchange.

9. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	22,500 shares are held in escrow by the Chartered Trust Company subject to release on the consent of the Toronto Stock Exchange.
10. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings. (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	S. J. Zacks Investments Limited, 185 Bay Street, Toronto, Ont. 4,219 shares H. L. Isaacs, 18 Toronto Street, Toronto, Ont. 4,219 shares G. R. Cameron, Malartic, Quebec 4,219 shares C. Rashall, 185 Bay Street, Toronto, Ont. 4,218 shares D. E. Cameron, Malartic, Quebec 3,375 shares O. Briault, Malartic, Quebec 2,250 shares
11. Brief statement of company's chief development work during past year.	Company has recently completed a magnetometer and geo-physical survey on its property in Rouyn and Joannes Townships, Quebec.
12. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Company intends to carry out diamond drilling programme on its Rouyn property as recommended in report of its consulting engineer Campbell Fox, P.Eng. dated April 29, 1959, and proceeds of sale of treasury shares will be used in this connection.
13. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Nil
14. Brief statement of any lawsuits pending or in process against company or its properties.	Nil
15. Names and addresses of persons whose shareholdings are large enough to materially affect control of the company.	No person has share holdings large enough to materially affect control of the Company, however the present Directors of the Company by voting together shares which they own and through solicitation of proxies may be able to affect control of the Company.
16. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
17. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not applicable
18. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable
19. Statement of any other material facts and if none, so state.	No other material facts.

DATED July 2, 1959.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NEW ROUYN MERGER MINES LIMITED

"H.L. Isaacs" ..... President CORPORATE SEAL

"G.T. Smith" ..... Secretary

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 2 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

J. BRADLEY STREIT & CO. LIMITED

"J.A. Hackett" .....

"J.D. Streit" .....

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THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

TORONTO STOCK EXCHANGE

FILING STATEMENT No. 843.
FILED, DECEMBER 13, 1962.

NEW ROUYN MERGER MINES LIMITED

Full corporate name of Company

Incorporated under Laws of Province of Ontario by Letters Patent dated Nov. 15, 1943, Supplementary Letters Patent dated Feb. 28, 1944, Nov. 24, 1947 and August 18, 1955.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 330.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Proposed Underwriting and Option Agreement described in Item 6 hereof. (b) Acquisition of exploration rights to property in Montana and proposed exploration programme thereon.
2. Head office address and any other office address.	Suite 100, 12 Richmond Street, East, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and Director - T. H. Rea, 56 Old Forest Hill Rd., Toronto, Ont. - Mining Executive. Vice-President and Director - W. M. Gordon, Q.C., 346 Riverview Drive, Toronto, Ont. - One of Her Majesty's Counsel. Director - J. I. Florence, Florence Paper Co., Dalhousie St., Ottawa, Ont. - Company Executive. Director - S. J. Zacks, 185 Bay Street, Toronto, Ontario - Company Executive. Director - J. A. Hackett, 80 Richmond Street, West, Toronto, Ont. - Member Toronto Stock Exchange. Director - J. D. Streit, 80 Richmond Street, West, Toronto, Ont. - Stockbroker. Secretary-Treasurer - G. T. Smith, 32 King George's Road, Toronto, Ont., Solicitor. J. A. Hackett has resigned as a Director. The two vacancies on the Board caused by resignations of J. A. Hackett and H. L. Isaacs will be filled at a Meeting of the Board to be held on January 3, 1963.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized - 5,520,000 shares $1.00 par Issued and Outstanding 4,062,708 shares
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By Agreement dated November 28th, 1962, made between the Company and Waite Reid & Company Limited, acting as agent only on behalf of the clients referred to in Item 7 hereof, the Company agreed to sell and the Underwriter agreed to purchase, subject to the acceptance for filingby the Toronto Stock Exchange of a Filing Statement of the Company, 300,000 shares of the capital stock of the Company at a price of 12½ cents per share with the sum of $37,500.00 therefor payable forthwith upon the filing date and in consideration of such purchase the Company granted to the Underwriter, acting as agentonly on behalf of the clients aforesaid, options to purchase a further 700,000 shares of the Company exercisable as follows: 100,000 shares at 15 cents per share within 3 months after the filing date; 200,000 shares at 20 cents per share within 6 months after the filing date; 200,000 shares at 25 cents per share within 9 months after the filing date; 200,000 shares at 30 cents per share within 12 months after the filing date.

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7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The names and addresses of the clients on whose behalf Waite Reid & Company Limited was acting in entering into the Underwriting and Option Agreement referred to in Item 6 hereof and the only persons having any interest therein are as follows: Name and Address — % Interest John I. Florence, c/o Florence Paper Company, Dalhousie Street, Ottawa, Ontario. (Mr. Florence is a Director of the Company) — 34 2/3% S. J. Zacks Investments Limited, 185 Bay Street, Toronto, Ontario. (Mr. Zacks, a Director of the Company, is the principal shareholder of S. J. Zacks Investments Limited). — 54 2/3% R. J. Isaacs, 330 Bay Street, Toronto, Ontario — 10 2/3%
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Nil
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company intends to carry out, on the mining property in Montana, on which it holds the exploration rights, the recommendations contained in the report of R. C. McMurchie, Ph.D., dated August 30th, 1962, accompanying this Filing Statement, pursuant to which it is recommended that geological mapping and some 5,400 feet of diamond drilling be carried out on the property at an estimated cost of $40,000.00 and the proceeds of the sale of treasury shares will be utilized for this purpose. For further information with respect to the Montana property, reference is made to Item 11 hereof.
10. Brief statement of company's chief development work during past year.	No development work was carried out by the Company during the past year.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	See attached Schedule "D" on page 3.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	No person will receive any payment, either in cash or by way of shares in connection with the acquisition by the Company of the exploration rights to the 41 claims in Montana referred to in Item 11, above. In the event of the election to proceed with the development of these mining claims and upon the formation of a Company to be incorporated under the laws of the State of Montana for the purpose of acquiring the mining lease on such claims, a consideration will be payable to W. R. Wade by the New Company out of the operating profits from the mining operations of these claims as set out in Item 11 hereof and Mr. H. L. Isaacs will be entitled to receive 750,000 common shares of the Montana Company. To the knowledge of the signatories hereto, there is no person who would be entitled to receive a greater than 5% interest in the aforesaid consideration which might be payable to Mr. Wade and the only persons entitled to receive a greater than 5% interest in the aforesaid consideration which might be payable to Mr. Isaacs are as follows: R. J. Isaacs, 330 Bay Street, Toronto, Ontario, and William H. Hax, 40 East 50th Street, New York 22, N.Y.

SCHEDULE "D"

By Agreement dated November 28th, 1962, made between the Company and Harry L. Isaacs, 39 Whiteoak Boulevard, Toronto, Ontario, the Company acquired from Mr. Isaacs the exploration rights for a period of 18 months from the 18th day of October, 1962, on 41 mining claims in the Ottawa Mining District, Marysville Area in the State of Montana, U.S.A. Under the terms of such Agreement theCompany is entitled to enter on the mining claims to carry out such surface work and drilling as it deems advisable and during such 18 month period, to spend in this connection the sum of $40,000.00, subject to the Company's right to terminate such Agreement prior to the expenditure of the said sum of $40,000.00. If, after the expenditure of the aforesaid $40,000.00, the Company determines to proceed with the development of the aforesaid claims, it is provided that:

(a) A new Company will be incorporated under the laws of the State of Montana with an authorized capital of 6,000,000 common shares with a par value of 10 cents each and 2,000,000 non-cumulative, redeemable 5% preference shares with a par value of $1.00 each.

(b) The new Company would acquire a lease on the mining claims for a period of 20 years with a right of renewal of such lease in 3 additional periods of 20 years at an annual rental equivalent in money to a royalty of not less than one half per cent. of the net operating profits from the mining claims, such annual rental to be paid to William R. Wade, Marysville, Montana.

(c) During the period and until the time that 80% of the net operating profits of the new Company from the operations carried out on the mining claims is equal to the expenditures made by the New Company and/or New Rouyn Merger Mines Limited, in the development of the mining claims (not to exceed the sum of $2,000,000.00), W. R. Wade aforesaid shall be entitled to receive 20% of the net operating profits from the operations carried out on the mining claims, and thereafter W. R. Wade shall be entitled to receive 40% of the net operating profits from operations carried out on themining claims until W. R. Wade has received a total sum of $1,750,000.00, whereupon no further payment shall be made to W. R. Wade except the annual rental of one-half of 1% of thenet operating profit referred to in (b) above.

(d) New Rouyn Merger Mines Limited would subscribe for 500,000 common shares of the capital of the new Company at a price of 10 cents per share within one month after the incorporation thereof, against which subscription all expenditures made by New Rouyn Merger Mines Limited in the exploration and development of the mining property and in the incorporation of the new Company shall be credited, and in consideration of such subscription, New Rouyn Merger Mines Limited would be granted an option to purchase a further 500,000 unissued shares of the new Company at 10 cents per share within a period of 4 months thereafter.

(e) The new Company will undertake to issue to H. L. Isaacs 750,000 shares of the capital stock of the new Company in consideration of the assignment by Mr. Isaacs to the new Company of the right to acquire themining lease on the 41 mining claims aforesaid.

(f) New Rouyn Merger Mines Limited, in the event of the purchase by it of thel,000,000 common shares of the new Company referred to in (d) above, would have the first right of refusal to purchase the remaining 4,250,000 unissued common shares and the 2,000,000 unissued preference shares of the new Company for a period of one year.

FINANCIAL STATEMENTS

NEW ROUYN MERGER MINES LIMITED
(Incorporated under the laws of Ontario)

BALANCE SHEET AS AT OCTOBER 31, 1962

ASSETS

CURRENT ASSETS		
Cash	3,236	
Marketable investment - at market value	2,250	5,486
FIXED ASSETS - at cost (Notes 1 and 2)		
Buildings, plant and equipment	175,353	
Accumulated depreciation	17,023	
	158,330	
Mining claims held under development licences (Note 3)	369,887	528,217
DEFERRED EXPENDITURE (Notes 1 and 2)		
Exploration, mine development, maintenance and administrative expenses, less amounts written off	786,770	
Incorporation and organization	8,229	794,999
		$1,328,702

APPROVED ON BEHALF OF THE BOARD

) DIRECTORS

LIABILITIES

CURRENT LIABILITIES		
Accounts payable and accrued liabilities		1,600
CAPITAL STOCK LESS DEFICIT		
Capital stock -		
Authorized -		
5,520,000 shares of a par value of $1 each	$5,520,000	
Issued and fully paid -		
4,062,708 shares	4,062,708	
Discount thereon	2,575,016	
	1,487,692	
Deficit - no change from December 31, 1961	160,590	1,327,102
		$1,328,702

The accompanying notes are an integral part of this statement.

ACCOUNTANTS' COMMENTS

The accompanying balance sheet of New Rouyn Merger Mines Limited as at October 31, 1962 and statements of exploration, mine development, maintenance and administrative expenses and source and application of funds for the ten months ended October 31, 1962 have been prepared by us from the books and records of the company and from information given to us. We did not perform an audit of the accounts and accordingly we are not in a position to express an opinion on the financial statements.

McDonald, Currie & Co

TORONTO, November 26, 1962

CHARTERED ACCOUNTANTS

NEW ROUYN MERGER MINES LIMITED

STATEMENT OF EXPLORATION, MINE DEVELOPMENT, MAINTENANCE AND ADMINISTRATIVE EXPENSES

FOR THE TEN MONTHS ENDED OCTOBER 31, 1962

BALANCE - DECEMBER 31, 1961			783,574
Mine development and maintenance -			
Licence renewals	747		
Insurance	334		
Wages	180	1,261	
Administrative -			
Transfer agent's fees	788		
Accounting and auditing	175		
Annual report	292		
Provincial corporation taxes	271		
Provincial filing fee	30		
Head office expenses	500	2,056	3,317
			786,891
Bank interest earned			121
BALANCE - OCTOBER 31, 1962			$786,770

NEW ROUYN MERGER MINES LIMITED

NOTES TO FINANCIAL STATEMENTS

FOR THE TEN MONTHS ENDED OCTOBER 31, 1962

1. Mining operations were suspended in January 1949. Since that date no provision has been made for depreciation of buildings, plant and equipment and no amounts have been written off exploration, mine development, maintenance and administrative expenses.

2. The amounts shown for fixed assets and deferred expenditure represent costs to date (less accumulated depreciation and amortization in the case of items referred to in Note 1), and are not intended to reflect present or future values.

3. Under an agreement for acquisition of part of the mining claims, $30,000 will be payable to the vendor if the company earns profits of $100,000.

NEW ROUYN MERGER MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE TEN MONTHS ENDED OCTOBER 31, 1962

APPLICATION OF FUNDS	
Exploration, mine development, maintenance and administrative expenses	3,317
SOURCE OF FUNDS	
Bank interest earned	121
DECREASE IN WORKING CAPITAL - described below	$3,196

	December 31, 1961	October 31, 1962	
CURRENT ASSETS			
Cash	6,032	3,236	
CURRENT LIABILITIES			
Accounts payable	1,200	1,600	
WORKING CAPITAL	$4,832	$1,636	
DECREASE IN WORKING CAPITAL			$3,196

ENGINEER'S REPORT

Note - The following are excerpts from a report by R.C. McMurchy, Ph.D., P.Eng., dated August 30th. 1962, on the mining claims located in the Ottawa Mining District Marysville Area, State of Montana, U.S.A. A complete copy of this report is on file at the Toronto Stock Exchange.

LOCATION AND ACCESS

The claims are well located being in an old mining camp well served with good gravel roads and only six miles from a railway. They are in Lewis and Clark County near the centre of the west half of the State of Montana.

They are northwest of Helena, the State Capital of Montana, and may be reached from that city by paved highway for 17 miles and gravel road for 6 miles.

The town of Marysville with some 40 or 50 people, is about one-half mile north of the east end of the claim group.

SUMMARY

1. The Marysville area was undoubtedly a rich gold producing camp in the late 19th century and the early 20th century.

2. The ore shoots were found from surface down to 1200 feet but generally did not extend below 700 or 800 feet.

3. The Wade group of 41 claims is well located geologically covering part of the granite-sedimentary rock contact and having former producers to the northeast, north and west.

4. Large portions of the claims have not been tested except by minor stripping and trenching.

5. Two main "breaks" cross the long direction of the property for approximate distances of one and two miles. Branch veins are known and others may be found.

6. If the claims prove productive it is quite conceivable that 2,000,000 tons of ore could be found with grade of $20.00 and width of 12 feet. It might easily have a greater tonnage.

7. The Fault Block Theory of Mr. Wade, part owner of the claims, appears reasonable and field evidence warrants testing.

8. Diamond Drilling is considered to be the best method of exploring the possibilities in the initial stages.

9. It is desirable to make a geological survey of the proposed drilling localities as outlined above.

10. The property is readily accessible and adequately supplied with timber, water and electricity. No difficulties as regards labour, topograph or metallurgy are anticipated.

CONCLUSIONS AND RECOMMENDATIONS

It is thought that this property may contain large quantities of good grade gold ore accompanied by worthwhile amounts of silver from which a handsome profit could be made.

The chances of success warrant expenditure of substantial sums of money to test the Wade property and it is recommended that $40,000 be made available for this purpose.

It is recommended that 12 Diamond Drill Holes be put down for a total footage of 5400 feet as outlined above.

It is recommended that some geological work be done in the proposed drilling localities, preferably in advance of the drilling.

Respectfully submitted

Toronto, Ontario, Canada.
August 30, 1962. R. C. McMurchy, Ph.D., P.Eng.

C E R T I F I C A T E

I, Robert Connell McMurchy, of Toronto, Ontario, Canada hereby certify as follows:

1. That I am a practising Geologist and a member of The Corporation of Professional Engineers of Quebec.

2. That I am a graduate of Manitoba University (B.Sc.1930) and Minnesota University (Ph.D.1934).

3. That I have no interest either directly or indirectly and I do not expect to receive any interest in the property covered by this report.

4. That the report is based on personal examination of the property and the general area August 22 to August 28 inclusive, 1962.

5. That this certificate applies to a group of mining claims, 41 in number, and known as The Wade Claims, near Marysville, Montana.

"Robert Connell McMurchy"
Robert Connell McMurchy

Toronto, Ontario.
August 30, 1962.

13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	22,500 shares are held in escrow by the Chartered Trust Company subject to release on the consent of the Toronto Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible)	S. J. Zacks Investments Limited, 185 Bay Street, Toronto, Ontario — 4,219 shares H. L. Isaacs, Suite 414, 200 Bay Street, Toronto, Ontario. — 4,219 shares G. R. Cameron, Malartic, Quebec. — 4,219 shares C. Rashall, 185 Bay Street, Toronto, Ont. — 4,218 shares D. E. Cameron, Malartic, Quebec — 3,375 shares O. Briault, Malartic, Quebec. — 2,250 shares
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Thompson, Kernaghan & Co. Ltd., 365 Bay Street, Toronto, Ontario. — 413,875 shares S. J. Brooks & Co., 185 Bay Street, Toronto, Ontario. — 202,481 shares Roycan & Co., - No. 1 account, 360 St. James Street, West, Montreal, Quebec. — 173,250 shares Royjames & Co., 360 St. James Street, West, Montreal, Quebec. — 108,600 shares William Bradley Dix, Suite 1500, 25 King Street, West, Toronto, Ontario. — 100,000 shares The Company has no knowledge as to the beneficial owners of the shares listed above.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	No person has share holdings large enough to materially affect control of the Company. However, the present Directors of the Company, by voting together shares which they own and through solicitation of proxies may be able to affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	50,000 shares of Magnet Consolidated Mines Limited Cost: $16,580.66 Market Value 2,500.00
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	There are no material contracts entered into by the Company which are still in effect and not disclosed in the foregoing information.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts known to the signatories hereto. Upon the Underwriting and Option Agreement referred to in Item 6 becoming effective the shares of the Company covered thereby will then be in the course of primary distribution to the public.

DATED December 12th, 1962.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NEW ROUYN MERGER MINES LIMITED

"T. H. Rea" _____ CORPORATE SEAL

"W. M. Gordon" _____

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Conceming matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

WAITE, REID & CO. LTD.

"K. C. Waite" _____

"W. R. Morton" _____

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

AR83

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 978.
FILED, OCTOBER 10th. 1963.

NOV 21 1963

NEW ROUYN MERGER MINES LIMITED

Full corporate name of Company

Incorporated under Laws of Province of Ontario by Letters Patent dated Nov. 15, 1943, Supplementary Letters Patent dated Feb. 28, 1944, Nov. 24, 1947 and Aug 18, 1955

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 843 & Amending Filing Statement No. 115.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

NOV 19 1963

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	Proposed underwriting and option agreement of which particulars are recited in item 6.
2. Head office address and any other office address.	Suite 100, 12 Richmond Street East, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President & Director - T. H. Rea, 56 Old Forest Hill Rd., Toronto, Ont. - Mining Executive. Vice-President & Director - W. M. Gordon, Q. C., 346 Riverview Dr., Toronto, Ont., - One of Her Majesty's Counsel. Director - J. I. Florence, Florence Paper Co., Dalhousie St., Ottawa, Ontario - Company executive. Director - S. J. Zacks, 185 Bay Street, Toronto Ont. - Company Executive. Director - Martin Goldsmith, 566 Castlefield Ave., Toronto, Ontario - General Manager Director - Irwin McCaffrey, 25 Eddy St., Hull, Que., Manager Office of one Director vacant. Secretary-Treasurer - J.M. DaCosta, 259 Inglewood Drive, Toronto, Ontario, Solicitor. There are no proposed changes for directors or officers of the Company.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital - 5,520,000 Shares $1.00 par value Issued and Outstanding - 4,462,708
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By Agreement dated October 9, 1963 between the Company and J. D. Cullingham & Co. Limited on its own behalf, S. J. Brooks & Co. on behalf of clients and Taranco Holdings Limited on behalf of itself and clients, all as underwriters. The Company will sell and the underwriters will purchase subject to acceptance by the Toronto Stock Exchange 200,000 shares of the Company at 15¢ per share payable forthwith on acceptance by the Toronto Stock Exchange and in consideration therefor, options have been granted to the underwriters to purchase 100,000 shares at 17½¢ per share and 100,000 shares at 20¢ per share, exercisable within three and six months of acceptance, respectively.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	With respect to the shares underwritten and optioned as disclosed in Item 6, J. D. Cullingham & Co. Limited is acting on its own behalf as to 25% interest, in which the only person holding a greater than 5% interest is John Gardon, 41 Himount Drive, Willowdale, Ontario. S. J. Brooks & Co. is acting on behalf of S. J. Zacks, 185 Bay Street, Toronto and J. I. Florence, 318 Stewart Street, Ottawa, (both Directors of the Company) as to 1/6 interest and on behalf of Charles Petch Investments Limited, 90 Sparks Street, Ottawa as to 1/6 interest, in which the only person holding a greater than 5% interest is Charles Petch, 90 Sparks Street, Ottawa. Taranco Holdings Limited is acting on its own behalf as to a 1/3 interest and on behalf of S. J. Zacks aforesaid as to a 1/12 interest. The only persons holding a greater than 5% interest in Taranco Holdings Limited are T. A. Richardson, 427 Russell Hill Road, Toronto, G. A. Hunter, 5 Alderbrook Drive, Don Mills, H. A. Oakes, 322 Rosemary Road, Toronto, Marshal Stearns, 91 Glen Edith Drive, Toronto, and G. A. Richardson, 49 Country Lane, Willowdale.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Nil
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Company has completed its drilling commitments in connection with the Montana property, (see filing statement No. 843, December 13, 1962) and no immediate plans are contemplated with respect to the incorporation of a new company on which a final decision need not be made until April, 1964. The Company proposes further work on its Rouyn property in Quebec, to consist initially of laying out line grids and proceeding with diamond drilling near the location of previous drill holes at a cost of some $10,000.00. Further work will be proceeded with, based on reports to be prepared on completion of this work. The proceeds of the underwriting as recited willbe used to finance this work.

FINANCIAL STATEMENTS

NEW ROUYN MERGER MINES LIMITED
(Incorporated under the laws of Ontario)

BALANCE SHEET AS AT JULY 31, 1963

A S S E T S

CURRENT ASSETS		
Cash	20,361	
Accounts receivable	1,800	
Marketable investment - at market value	2,250	24,411
FIXED ASSETS - at cost (Notes 1 and 2)		
Buildings, plant and equipment	174,553	
Accumulated depreciation	17,023	
	157,530	
Mining claims held under development licences (Note 3)	369,887	527,417
DEFERRED EXPENDITURE (Notes 1 and 2)		
Exploration, mine development, maintenance and administrative expenses, less amounts written off	821,595	
Incorporation and organization	8,229	829,824
		$1,381,652

APPROVED ON BEHALF OF THE BOARD

) DIRECTORS

L I A B I L I T I E S

CURRENT LIABILITIES		
Accounts payable and accrued liabilities		2,050
CAPITAL STOCK LESS DEFICIT		
Capital stock -		
Authorized -		
5,520,000 shares of a par value of $1 each	$5,520,000	
Issued and fully paid -		
4,462,708 shares, including 400,000 issued during the period for $52,500 cash	4,462,708	
Discount thereon	2,922,516	
	1,540,192	
Deficit - no change from December 31, 1962	160,590	1,379,602
		$1,381,652

The accompanying notes are an integral part of this statement.

ACCOUNTANTS' COMMENTS

The accompanying balance sheet of New Rouyn Merger Mines Limited as at July 31, 1963 and statements of exploration, mine development, maintenance and administrative expenses and source and application of funds for the seven months ended on that date have been prepared by us from the books and records of the company and from information given to us. We did not perform an audit of the accounts and accordingly we are not in a position to express an opinion on the financial statements.

McDonald, Currie & Co.

CHARTERED ACCOUNTANTS

TORONTO, October 9, 1963

NEW ROUYN MERGER MINES LIMITED

STATEMENT OF EXPLORATION, MINE DEVELOPMENT, MAINTENANCE AND ADMINISTRATIVE EXPENSES

FOR THE SEVEN MONTHS ENDED JULY 31, 1963

BALANCE - DECEMBER 31, 1962			787,371
Exploration -			
Rent	975		
Samples and assaying	236		
Travel	1,684		
Salaries	7,026		
Diamond drilling	20,144		
Surface clearing	692		
Sundry	355	31,112	
Mine development and maintenance -			
Licence renewals	621		
Insurance	334	955	
Administrative -			
Transfer agent's fees	668		
Accounting and auditing	235		
Annual report	733		
Provincial corporation taxes	22		
Stock exchange	240		
Head office expenses	552	2,450	34,517
			821,888
Bank interest earned			293
BALANCE - JULY 31, 1963			$821,595

NEW ROUYN MERGER MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE SEVEN MONTHS ENDED JULY 31, 1963

SOURCE OF FUNDS		
Issue of shares for cash	52,500	
Bank interest earned	293	
Sale of equipment	800	53,593
APPLICATION OF FUNDS		
Exploration, mine development, maintenance and administrative expenses		34,517
INCREASE IN WORKING CAPITAL - described below		$19,076

	December 31, 1962	July 31, 1963	
CURRENT ASSETS			
Cash	3,135	20,361	
Accounts receivable	-	1,800	
	3,135	22,161	
CURRENT LIABILITIES			
Accounts payable	2,100	2,050	
WORKING CAPITAL	$1,035	$20,111	
INCREASE IN WORKING CAPITAL			$19,076

NEW ROUYN MERGER MINES LIMITED

NOTES TO FINANCIAL STATEMENTS

FOR THE SEVEN MONTHS ENDED JULY 31, 1963

1. Mining operations were suspended in January 1949. Since that date no provision has been made for depreciation of buildings, plant and equipment and no amounts have been written off exploration, mine development, maintenance and administrative expenses.

2. The amounts shown for fixed assets and deferred expenditure represent costs to date (less accumulated depreciation and amortization in the case of items referred to in Note 1), and are not intended to reflect present or future values.

3. Under an agreement for acquisition of part of the mining claims, $30,000 will be payable to the vendor if the company earns profits of $100,000.

NEW ROUYN MERGER MINES LIMITED

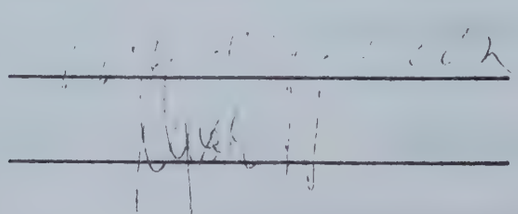
The Company hereby certifies that the only material changes with respect to the financial statements of the Company as of July 31, last, which have been submitted in connection with filing statement of the Company dated October 9, 1963 are as follows:

Diamond drilling and engineering services to October 4, 1963	$11,616.22
Management and general and administrative head office expense	1,199.65

There have been no further receipts and disbursements to the date hereof.

DATED at Toronto this 10th day of October, A. D. 1963.

NEW ROUYN MERGER MINES LIMITED



ENGINEER'S REPORT

Brighton, Ontario

October 9, 1963.

Mr. J. I. Florence,
New Rouyn Merger Mines Ltd.,
318 Stewart St.,
Ottawa, Ontario.

Re: Exploration Bets
New Rouyn Merger Mines Ltd.
Rouyn Area Property.

Dear Mr. Florence:

The following consists of a brief review of some of the exploration possibilities on the Rouyn area property of New Rouyn Merger Mines Limited. Information is based on a recollection of facts regarding the results of comprehensive geophysical surveys carried out in 1959 and the subsequent personal supervision of some diamond drill testing. Additional information has been obtained from a study of Company records.

The New Rouyn Merger property covers 4 miles of the Cadillac Break with which a number of important mineral deposits are known to be related. To date most of the diamond drilling on the New Rouyn Merger property has been confined to the two shaft areas and a limited area west of the Kinojevis River, where a total of 40,000 tons grading .20oz/ton gold was outlined in 1949.

The following are some of the areas on the New Rouyn Merger Rouyn area property which warrant careful detailed exploration: -

(1) Magnetic Anomaly located in Lots 18 and 19, Joanne Township (shown on Map #593-3). This anomaly is indicated to represent a basic intrusive extending in an east-west direction for a minimum length of 1200 feet adjoining to the north of the Cadillac Break. A diabase dike is indicated to cross the west end of the anomaly in a north-south direction. There has been no previous testing by a diamond drilling in this area and rock outcrop is scarce. The Heva and New Hosco gold deposits occur directly to the east associated with the Cadillac Break. The indicated presence of a basic intrusive on the New Rouyn Merger property associated with the Cadillac Break could have important implications. Favourable results were obtained by drilling a magnetic anomaly on Lamaque Gold Mines Val D'Or property in 1959.

Similarly, drilling of Magnetic anomalies associated with indicated fault zones on Camflo's Malartic property resulted in the intersection of very good gold ore values in altered diorite.

Taking these facts into consideration it is recommended that

detailed magnetic work be carried out in the vicinity of the anomaly on the New Rouyn Merger property to be followed by testing by diamond drilling.

The cost to carry out a detailed magnetic survey with the establishment of a grid at 100 foot intervals would be $600. Diamond drilling to test the results would cost from $3000 to $4000, depending on results obtained.

(2) Mondoux showing (shown on Map #594-2). This showing is located near the south boundary of the property in the north half of Range VI, Lot 10, Joanne township - south of the Cadillac Break and east of the Davidson Creek fault, in the vicinity of strong foling. Sulphide mineralization with some chalcopyrite was reported from work done in 1940 but quantities were not specified. Of five diamond drill holes No. 1 appears to be the only well placed hole.

It is recommended that this area be re-investigated by establishing a small detailed grid with lines at 100 foot intervals and carrying out a detailed magnetometer survey, to be followed by testing by diamond drilling.

The cost would be the same as "1".

When work is planned in this area the possibility of acquiring the claims adjoining directly to the south should be investigated.

(3) Magnetic anomalies located in the vicinity and to the south-est of the Mondous showings, in the south half of Range VI, Lot 9, Joanne township - just south of the intersection of the Cadillac Break and the Davidson Creek fault. This is an interesting structural relationship. Quartz-tourmaline veins were also observed in this vicinity.

Cost of detailed work in this area would be similar to those previously described.

(4) O'Neill-Thompson shaft area showings. These are located in Range VI, Lot 3, Joanne township. Erratic gold values were obtained from surface diamond drilling in 1933 by Noranda Mines over a length of 2000 feet. A shaft was sunk to 175 feet with some lateral development on two levels. A 30 ton mill was operated for a time. The ore shoots and vein zones were characteristically variable and erratic - with some exceptional values in places. No definite pattern of vein occurrence and gold values was established at this time. The gold-bearing veins are located between the Cadillac Break and the volcanic-sedimentary contact near a quartz diorite intrusive.

Some significant gold values were obtained in a favourable structure. A re-assessment of possibilities should be made. In order to implement a study of the situation, the shaft and workings should be dewatered and mapped and sampled. Some of the surface excavations should be cleaned out and sampled.

(5) East Rouyn Shaft area. The "East Rouyn" ore body is located in a pronounced drag fold in the volcanic-sedimentary contact just to the south of the Cadillac Break. It was stated by R. V. Hopper in a report dated January 7, 1959, that ore could be expected to extend to greater depths in the main shaft area. He recommended further underground diamond drilling to depth in the event that an improvement in the value of gold should occur.

The above list of exploration possibilities on the New Rouyn Merger property does not complete the possibilities on this property. The list outlines the exploration targets preferred by the writer.

Yours very truly,

Campbell Fox

(s) Campbell Fox

CF/f

Campbell Fox, P.Eng.

CERTIFICATE

I, Campbell Fox, of the Town of Brighton, in the Province of Ontario, do hereby certify:

1. That I am a consulting geologist, residing at R.R.#4, Brighton, Ontario.

2. That I am a graduate in Mining Engineering from the University of Nevada, Reno, Nevada, with the Degree of Bachelor of Science (1940).

3. That I am a Member of the Corporation of Professional Engineers of the Province of Quebec, and have practised my profession continuously since 1940.

4. That I have no interest, direct or indirect, in the property described herein or in the securities of the Company, nor do I expect to receive any such interest.

5. That the information contained in this report is based on the results of geophysical surveys carried out in 1959, and the subsequent personal supervision of some diamond drill testing. Additional information has been obtained from a study of Company records and a report by R.V. Hopper dated January 7, 1959.

Dated at Brighton, Ontario
this 9th day of October 1963.

Campbell Fox

Campbell Fox, P. Eng.

10. Brief statement of company's chief development work during past year.	The Company has completed extensive diamond drilling on its Montana property (see filing statement No. 843) at a total cost to date, including engineering services and reports, of approximately $43,000.00 during the past year.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Not applicable.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	22,500 shares are held in escrow by the Chartered Trust Company subject to release on the consent of the Toronto Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	S. J. Zacks Investments Limited, 185 Bay Street, Toronto, Ontario — 4,219 shares H.L. Isaacs, Suite 414, 200 Bay Street, Toronto, Ontario — 4,219 shares G.R. Cameron, Malartic, Quebec — 4,219 shares C. Rashall, 185 Bay St.Toronto, Ont. — 4,218 shares D.E. Cameron. Malartic. Quebec — 3,375 shares O. Briault, Malartic, Quebec — 2,250 shares
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Thompson, Kernaghan & Co. Ltd., 365 Bay Street, Toronto, Ontario — 389,950 shares S. J. Brooks & Co., 185 Bay Street, Toronto, Ontario — 295,731 shares Waite, Reid & Company Ltd., 220 Bay Street, Toronto, Ontario — 240,500 shares Thomson & McKinnon, 55 Yonge Street, Toronto, Ontario — 214,750 shares Roycan & Co., - No. 1 account, 360 St. James Street West, Montreal, Que. — 170,050 shares The Company has no knowledge with respect to the beneficial ownership of the above-noted holdings.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	No person has share holdings large enough to materially affect control of the Company. However, the present Directors of the Company, by voting together shares which they own and through solicitation of proxies may be able to effect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	50,000 shares of Magnet Consolidated Mines Limited Cost: $16,580.66 Approximate Market Value: 2,000.00
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	There are no material contracts entered into by the Company which are still in effect and not disclosed in the foregoing information.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts known to the signatories hereto. Upon the Underwriting and Option Agreement referred to in Item 6 becoming effective the shares of the Company covered thereby will then be in the course of primary distribution to the public.

CERTIFICATE OF THE COMPANY DATED October 9, 1963.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NEW ROUYN MERGER MINES LTD. CORPORATE SEAL

"S.J. Zacks" Per: _____

"W.E. Gordon" _____

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Conceming matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

TARANCO HOLDINGS LTD.
Per: _____
"G.A. Hunter"

S. J. BROOKS & CO.
Per: _____
"E.E. Lewis"

J. D. CULLINGHAM & CO. LIMITED
Per: _____
"J. Gardon"

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

AR83

TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1151.
FILED, JULY 24th. 1964.

NEW ROUYN MERGER MINES LIMITED

Full corporate name of Company

Incorporated under the laws of Province of Ontario by Letters Patent dated Nov. 15, 1943.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 978.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) change in the effective control of the Company (see Item 16); (b) change in the head office address (see Item 2); (c) complete change in the officers and directors of the Company (see Item 3); (d) underwriting and option agreement (see Item 6); (e) acquisition of mining claims (see Item 11).
2. Head office address and any other office address.	The present head office of the company is located at Suite 100, 12 Richmond St. East, Toronto. Following change of control as noted the company is advised the head office will be moved to Suite 907, 100 Adelaide St. West, Toronto.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	The present Officers and Directors of the company are as follows: President & Director - T. H. Rea, 56 Old Forest Hill Rd., Toronto, Ont. - Mining Executive. Vice-President & Director - W. M. Gordon, Q.C., 346 Riverview Dr., Toronto, Ont., - One of Her Majesty's Counsel. Director - J. I. Florence, Florence Paper Co., Dalhousie St. Ottawa, Ontario - Company Executive. Director - S. J. Zacks, 185 Bay Street, Toronto, Ont., - Company Executive. Director - Martin Goldsmith, 566 Castlefield Ave., Toronto, Ont. - General Manager. Director - Irwin McCaffrey, 25 Eddy St., Hull, Que., Manager. Office of one Director vacant. Secretary-Treasurer - J. M. DaCosta, 259 Inglewood Drive, Toronto, Ontario, Solicitor. Following change of control on acceptance by the Toronto Stock Exchange the company is advised that the new Officers and Directors will be as follows: President & Director - Alfred Ray Patte, 18 Mill Street, Thornhill, Ont. - Registered Security Salesman. Vice-Pres. & Secretary-Treasurer & Director - Samuel Mandel, 5 Fairleigh Cres., Toronto, Ont. - Registered Security Salesman, for the past 4 years. Director - Robert Alfred Emerson Dye, 45 Leacroft Cres., Don Mills, Ontario - President & Director of R. Anson Barber Company Ltd., Insurance Brokers. Director - Kenneth Alexander Fralick, C.A., 141 Holcolm Road, Toronto, Ontario - Partner, C. A. Fralick & Co., Chartered Accountants. Director - Caleb Basil Jarvis, 120 Jamieson Avenue, Toronto, Ontario - Numismatic Consultant, self-employed. two vacancies.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital - 5,520,000 shares $1.00 par value Issued and Outstanding - 4,662,708
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil

6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	There are no agreements currently in force for the purchase or option of treasury shares. By Agreement dated July 14th, 1964 between the Company and W.D. Latimer Co. Limited, 244 Bay Street, Toronto, Ontario, W.D. Latimer Co. Limited acting on behalf of the clients referred to in Item 7 hereof, has agreed to purchase 400,000 fully paid shares of the Company at 15¢ per share payable on acceptance for filing of this Filing Statement by the Toronto Stock Exchange, and has been granted options to purchase three additional blocks of 200,000 shares each at 20¢, 25¢ and 30¢ exercisable within three, six and nine months of acceptance. As the present capitalization of the Company is insufficient to provide for the last option on 200,000 shares having regard to the present issued shares, the Company will apply for Supplementary Letters Patent increasing its authorized capital to provide for the issue of such option.
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	With respect to all the shares underwritten and optioned as stated in Item 6, W.D. Latimer Co. Limited will be acting solely on behalf of clients, namely: Hiltonace Mines Management Limited, a private company incorporated under the laws of the Province of Ontario, with head office at Suite 907, 100 Adelaide Street West, Toronto, Ontario, as to a 50% interest, and Richfield Securities Limited, a private company incorporated under the laws of the Province of Ontario, with head office at 366 Bay Street, Toronto, Ontario, as to the remaining 50% interest. Alfred Ray Patte, 18 Mill Street, Thornhill, Ontario and Samuel Mandel, 5 Fairleigh Crescent, Toronto, Ontario, hold a greater than 5% interest in Hiltonace Mines Management Limited, and will, following change of control of the Company, both be directors, and President, and Vice-President and Secretary-Treasurer thereof respectively. Mrs. Beatrice Latimer, Miss Jane Latimer, and Miss Anne Latimer, all of 29 Edgehill Road, Islington, Ontario, and Mrs. Audrey MacGregor, 128 Glen Manor Drive, Toronto, Ontario, hold a greater than 5% interest in Richfield Securities Limited.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Nil
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	See Schedule "A" on page 4.

10. Brief statement of company's chief development work during past year.	The Company has recently completed in excess of 2,400 feet of diamond drilling on its property in Rouyn Township, in the Province of Quebec, at a total cost of approximately $9,000.00 including engineering and assay expenses. The Company has also completed diamond drilling on its Montana property at a cost of approximately $43,000.00, and has officially abandoned its option to incorporate a new Company in April, 1964 to acquire the Montana property on which all drilling commitments have been completed. (Reference is made to Filing Statement Nos. 843, dated December 13th, 1962 and 978, dated October 10th, 1963.)
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	The Company has had staked on its behalf at a cost of $1,250.00, 25 contiguous mining claims in the Township of Ottaway in the Procupine Mining Division, comprising parts of Lots 4, 5 and 6, in Concessions III and IV of the said Township, being mining claims Nos. 68944 to 7 inclusive, 68924, 68933 and 4 and 68888 to 905 inclusive. The Company is advised that subject to acceptance by the Toronto Stock Exchange, the new management of the Company in conjunction with Magnet Consolidated Mines Limited and Yukeno Mines Limited, as to one-third each, contemplates the purchase from John Nora of Timmins, Ontario, of twelve (12) unpatented mining claims in the Township of Godfrey, Province of Ontario, being mining claims Nos. P51587 to P51591 inclusive and P51594 to P51600 inclusive, for the total sum of $28,000.00, and from Hiltonace Mines Management Limited a 90% interest in seventeen (17) unpatented mining claims in the Townships of Cote and Massey, Province of Ontario, being mining claims Nos. P68249 to 52 inclusive and P70207 to 19 inclusive, for the sum of $4,000.00, representing the cost of same to Hiltonace Mines Management Limited, who acquired the 90% interest from Dr. S. S. Szetu, 12 Richmond Street East, Toronto, Ontario. Dr. Szetu retains the remaining 10% interest in the Cote and Massey Township claims.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	The Company is advised that the only persons who will receive a greater than 5% interest in the consideration to be paid for the claims noted in Item 11 are: John Nora, Esq., Timmins, Ontario. Dr. S. S. Szetu, 12 Richmond Street East, Toronto, Ontario. Hiltonace Mines Management Limited, Suite 907, 100 Adelaide Street West, Toronto. Ontario.
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	22,500 shares are held in escrow by the Chartered Trust Company subject to release on the consent of the Toronto Stock Exchange.
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	S. J. Zacks Investments Limited 185 Bay Street, Toronto, Ontario - 4,219 shares H. L. Isaacs, Suite 414, 200 Bay Street, Toronto, Ontario - 4,219 shares G. R. Cameron, Malartic, Quebec - 4,219 shares C. Rashall, 185 Bay St. Toronto,Ont. - 4,218 shares D. E. Cameron, Malartic, Quebec - 3,375 shares O. Briault, Malartic, Quebec - 2,250 shares

S C H E D U L E "A"

The Company is advised by the proposed new management that it intends to expend the proceeds of the sale of treasury shares pursuant to the underwriting and option agreement referred to in Item 6 hereof to

(i) pay its portion of the purchase price with respect to the purchase of the mining properties referred to in Item 11 hereof;

(ii) implement the recommendations contained in the report of Albert Hopkins, B.A. Sc. dated June 19th, 1964 with respect to the claims in the Township of Ottaway, namely, a geophysical survey thereon at an approximate cost of $10,000.00 and drilling if warranted;

(iii) participate with Magnet Consolidated Mines Limited and Yukeno Mines Limited in exploration work with respect to the 29 claims proposed to be acquired in the Townships of Godfrey, Cote and Massey (see Item 11);

(iv) pay ordinary administrative expenses.

No further expenditure of such proceeds will be made until notice of such proposed expenditure has been accepted for filing by the Toronto Stock Exchange.

The Company is also advised by the proposed new management that no immediate plans are contemplated for further work on the Rouyn Township properties in the Province of Quebec.

FINANCIAL STATEMENTS

NEW ROUYN MERGER MINES LIMITED
(Incorporated under the laws of Ontario)

INTERIM BALANCE SHEET AS AT APRIL 30, 1964

A S S E T S

CURRENT ASSETS		
Cash	22,219	
Accounts receivable	1,000	
Marketable investment - at market value	2,250	25,469
FIXED ASSETS - at cost (Notes 1 and 2)		
Buildings, plant and equipment	174,553	
Accumulated depreciation	17,023	
	157,530	
Mining claims held under development licences	369,887	527,417
DEFERRED EXPENDITURE (Notes 1 and 2)		
Exploration, mine development, maintenance and administrative expenses, less amounts written off	852,196	
Grubstake advance	500	
Incorporation and organization	8,229	860,925
		$1,413,811

APPROVED ON BEHALF OF THE BOARD

) DIRECTORS

L I A B I L I T I E S

CURRENT LIABILITIES		
Accounts payable and accrued liabilities		4,209
CAPITAL STOCK LESS DEFICIT		
Capital stock - Authorized - 5,520,000 shares of a par value of $1 each	$5,520,000	
Issued and fully paid - 4,662,708 shares	4,662,708	
Discount thereon	3,092,516	
	1,570,192	
Deficit - no change from December 31, 1963	160,590	1,409,602
		$1,413,811

The accompanying notes are an integral part of this statement.

ACCOUNTANTS' COMMENTS

The accompanying balance sheet of New Rouyn Merger Mines Limited as at April 30, 1964 and statements of exploration, mine development, maintenance and administrative expenses and source and application of funds for the four months ended on that date have been prepared by us from the books and records of the company and from information given to us. We did not perform an audit of the accounts and accordingly we are not in a position to express an opinion on the financial statements.

McDonald, Currie & Co.

TORONTO, June 2, 1964

CHARTERED ACCOUNTANTS

NEW ROUYN MERGER MINES LIMITED

NOTES TO INTERIM FINANCIAL STATEMENTS

FOR THE FOUR MONTHS ENDED APRIL 30, 1964

1. Mining operations were suspended in January 1949. Since that date no provision has been made for depreciation of buildings, plant and equipment and no amounts have been written off exploration, mine development, maintenance and administrative expenses.

2. The amounts shown for fixed assets and deferred expenditure represent costs to date (less accumulated depreciation and amortization in the case of items referred to in Note 1), and are not intended to reflect present or future values.

NEW ROUYN MERGER MINES LIMITED

INTERIM STATEMENT OF EXPLORATION, MINE DEVELOPMENT,

MAINTENANCE AND ADMINISTRATIVE EXPENSES

FOR THE FOUR MONTHS ENDED APRIL 30, 1964

BALANCE - DECEMBER 31, 1963			836,313
Exploration -			
Staking	150		
Drilling	12,106		
Assaying	160		
Consultants' fees	1,012		
Sundry	831	14,259	
Mine development and maintenance -			
Licences and fees	391		
Acreage taxes	58		
Insurance	378		
Wages	90	917	
Administrative -			
Accounting and auditing	100		
Transfer agent's fees	636		
Secretarial salaries	200	936	16,112
			852,425
Bank interest earned			229
BALANCE - APRIL 30, 1964			$852,196

NEW ROUYN MERGER MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE FOUR MONTHS ENDED APRIL 30, 1964

SOURCE OF FUNDS		
Bank interest earned		229
APPLICATION OF FUNDS		
Exploration, mine development, maintenance and administrative expenses	16,112	
Grubstake advance	500	16,612
DECREASE IN WORKING CAPITAL - described below		$16,383

	December 31, 1963	April 30, 1964
CURRENT ASSETS		
Cash	37,446	22,219
Accounts receivable	1,000	1,000
Marketable securities	2,250	2,250
	40,696	25,469
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	3,053	4,209
	$37,643	$21,260

DECREASE IN WORKING CAPITAL	$16,383

NEW ROUYN MERGER MINES LIMITED

The Company hereby certifies that other than expenditures in the normal course of business there have been no material changed with respect to the financial position of the Company since April 30th, 1964 except with respect to the expenditure of $1,250.00 in connection with the staking of 25 claims in the Township of Ottaway, Porcupine Mining Division in May, 1964.

DATED at Toronto, the 15th day of July, A. D. 1964.

Director

Director

ENGINEER'S REPORT

Note - The following are excerpts from a report by A. Hopkins, F.G.S. B.A.Sc., M.C.I.M., M.E.I.C., F.G.A.C., Consulting Mining Engineer and Geologist, dated June 30th, 1964, on mining claims located in Ottaway Township, Porcupine Mining Division, Northeastern Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

PROPERTY

This consists of 25 contiguous unpatented mining claims, comprising an area of approximately 1000 acres. The claims are numbered: 68944-7, 68924, 68933 & 34 and 6888 - 68905.

LOCATION

This property lies in parts of lots 4, 5, and 6, Concessions III and IV Ottaway Twp., Porcupine Mining Division, District of Cochrane, northeastern Ontario. This is 34 miles due north of Timmins, 22 miles N.N.E. of Texas Gulf Sulphur Co.'s main property, 10 miles W.S.W. of Cochrane, and 6 miles due south of the village of Hunta, Ontario.

ACCESS

The property is best reached by a 3½ mile winter road going due south from a point on paved Highway No.11, 11 miles west of Cochrane. This winter road follows the Ontario Hydro Electric Power Commission transmission line that goes south from the Abitibi River to Timmins. The road is wet and swampy in summer, when it can only be travelled by muskeg tractor. In winter it is used continually by pulp trucks and motor cars. The property could also be reached by canoe with 3 portages from the bridge on Highway No.11, up (south) the Buskegau River.

LOCAL GEOLOGY

The writer participated in the staking of this property in April-May 1964, and observed no rock outcrops along the claim lines, and it is in fact doubtful if any rock outcrops exist on the property at all.

Therefore, the local geology can only be surmised from the known outcrops in neighbouring townships and from aerial magnetic surveys. From this available data it is believed by the writer that the property is underlain by Keewatin volcanics intruded by the McCart-Mann-Reaume NW-SE basic and ultrabasic intrusives.

ECONOMIC GEOLOGY

In the McCart-Mann-Reaume ultrabasic sill-like intrusives there are known occurrences of asbestos, nickel, copper, chromite and platinum.

NEARBY ACTIVITY

International Nickel Company is reported to have acquired over a thousand mining claims in McCart, Mann, Reaume, Beck and Ottaway Townships and they adjoin your property on part of its south and east boundary. "INCO" is reported to have at least four diamond drills exploring its properties on the ultrabasic intrusive.

Kerr-Addison Mines Ltd., is reported to have a copper occurrence near the northwest corner of Reaume Township, about three miles southeast of your property.

REFERENCES

Ont. Bureau of Mines, 1914, Vol.23, part I, page 47
Ont. Dept. of Mines Annual Report, 1918, part I, by P.E.Hopkins, Pg.207
Ottaway Twp. claim whiteprint, Ont. Dept. Mines, Plan No. M.561
National Topo. Survey Maps. Nos. 42A/NW and 42H/SW
Ont. Dept. Mines geological map No.2046 - "Timmins-Kirkland Lake Sheet" Geological Compilation

CONCLUSIONS

1. Due to known discoveries of chromite, nickel, platinum, asbestos and copper in the McCart-Mann-Reaume-Ottaway ultrabasic sill-like intrusives, this NW-SE belt containing your property is worthy of intensive exploration.

2. This belt's exploration was well-nigh impossible by the old time but thorough prospectors with their hand tools, due to overburden. Recent aerial magnetic surveys and advances in ground geophysical and diamond drilling methods make this type of exploration now possible and efficient, albeit expensive.

2. Your property, relatively easily accessible, warrants an extensive explorations program.

RECOMMENDATIONS

It is recommended by the writer that:

1. The Ontario Dept. of Mines metal claim tags be affixed to your claim posts at the same time as the following survey is performed.

2. A grid of picket lines at 200-foot intervals be cut accross your property with pickets at 100-foot. intervals along these lines . These would total about 50 linear miles.

3. At least two types of geophysical survey be performed across your property, i.e. magnetometer and electro-magnetic, self potential, induced polarization, or AF-mag. The program up to this point would cost about $10,000.

4. Dependent on the geophysical results and interpretations, diamond drilling may or may not be warranted.

All of which is respectfully submitted.

Albert Hopkins

ALBERT HOPKINS
F.G.S.,B.A.Sc.,M.C.I.M.,M.E.I.C.,F.G.A.C.
Consulting Mining Engineer & Geologist.

Toronto, Canada,
June 19, 1964.

C E R T I F I C A T E

I, Albert Hopkins, of the City of Toronto, in the County of York, Ontario, do hereby certify the following:-

1. That I was graduated from the University of Toronto in 1937 with the degree of B.A.Sc. in Mining Engineering.

2. That I did post-graduate work studies for two years (1937 to 1939) in Mining Geology at the Royal School of Mines, London, England.

3. That I am a Life Fellow of the Geological Society of London, England.

4. That I am a full Member of the Canadian Institute of Mining and Metallurgy.

5. That I am a full Member of the Engineering Institute of Canada.

6. That I am a Charter Fellow of the Geological Association of Canada.

7. That I have been practicing my profession since the Second World War in Canada.

8. That I personally staked or caused to be staked, and recorded the 25-claim property in Ottaway township for cash only that were acquired by New Rouyn Merger Mines Limited in April and May 1964, and that I am the vendor of the same.

9. That I hold no shares or securities in New Rouyn Merger Mines Limited, nor do I expect to obtain any such shares or securities.

10. That the accompanying report refers to the said 25 claims acquired by New Rouyn Merger Mines Limited in Ottaway township, and that this report is for the purpose of qualifying this property acquisition with the Toronto Stock Exchange.

Albert Hopkins

Albert Hopkins.
Mining Engineer.

Toronto, Canada.
30 June 1964.

15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Thompson, Kernaghan & Co. Ltd. 365 Bay Street, Toronto, Ontario - 382,100 shares S. J. Brooks & Co. 185 Bay Street, Toronto, Ontario - 349,231 shares Waite, Reid & Company Ltd. 220 Bay Street, Toronto, Ontario - 211,500 shares Thomson & McKinnon 55 Yonge Street, Toronto, Ontario - 205,500 shares Roycan & Co., - No. 1 account 360 St. James St. West, Montreal, P.Q.- 134,550 shares Part of the shares registered in the name of S. J. Brooks & Co. are beneficially owned by T. H. Rea, S. J. Zacks, and J. I. Florence.(See item 16) Apart from these the compan has no knowledge of the beneficial ownership of any of the other shares other than the registered holders thereof as stated. None of the above shares is subject to any terms of pooling or escrow.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	At the present time a total of 600,000 free shares of the company are held by T. H. Rea, S. J. Zacks and J. I. Florence, all directors of the company which together with the solicitation of proxies is large enough to materially effect control of the company. These shares are being sold by the present holders as stated to Hiltonace Mines Management Limited, Suite 907, 100 Adelaide Street West, Toronto which will represent change of control of the company subject to approval by the Toronto Stock Exchange.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	50,000 shares of Magnet Consolidated Mines Limited Cost: $16,580.66 Present Market Value: 6,500.00
18. Brief statement of any lawsuits pending or in process against company or its properties.	Nil
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	Nil
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts known to the signatories hereto. Upon the Underwriting and Option Agreement referred to in item 6 becoming effective the shares of the Company covered thereby will then be in the course of primary distribution to the public.

DATED July 15, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NEW ROUYN MERGER MINES LIMITED

"J.M. DaCosta" _____ CORPORATE SEAL

"S.J. Zacks" _____

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

W. D. LATIMER CO. LIMITED

"D.G. MacGregor" _____

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

AR83

THE TORONTO STOCK EXCHANGE

FILING STATEMENT No. 1303.
FILED, APRIL 15th. 1965.

NEW ROUYN MERGER MINES LIMITED
Full corporate name of Company

Incorporated under the laws of the Province of Ontario by Letters Patent dated November 15th, 1943.

Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

Reference is made to previous Filing Statement No. 1151 and Amending Filing Statement No. 252.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	(a) Re-organization of capital structure (see Item 4) (b) Underwriting and Option Agreement (see Item 6). (c) Change of corporate name (see Item 4).
2. Head office address and any other office address.	Suite 907, 100 Adelaide Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President & Director — Alfred Ray Patte, 18 Mill Street, Thornhill, Ontario - Registered Security Salesman. Vice-President, Secretary-Treasurer & Director. — Samuel Mandel, 5 Fairleigh Crescent, Toronto, Ontario - Registered Security Salesman, for the past four years. Director — Robert Alfred Emerson Dye, 45 Leacroft Crescent, Don Mills, Ontario - President & Director of R. Anson Barber Company Ltd., Insurance Brokers. Director — Kenneth Alexander Fralick, C.A., 141 Holcolm Road, Toronto, Ontario - Partner, C.A. Fralick & Co., Chartered Accountants. Director — Caleb Basil Jarvis, 1208 - 21 Maynard Avenue, Toronto, Ontario - Numismatic Consultant, self-employed. two vacancies.
4. Share capitalization showing authorized and issued and outstanding capital.	The Company's authorized capital is 6,000,000 shares of the par value of $1.00 each, of which there are issued and outstanding as fully paid and non-assessable, 5,062,710 shares. Subject to the acceptance of the terms of this Filing Statement by the Toronto Stock Exchange, the Company proposes to submit to its shareholders a Special Resolution authorizing an application for Supplementary Letters Patent re-organizing its capital structure on the basis of one new share for five old shares. The issued capital would then be reduced to 1,012,542 shares, and the authorized capital increased to 5,000,000 shares with a par value of $1.00 each, and the corporate name would be changed to one which would be acceptable to both the Toronto Stock Exchange and the Provincial Secretary of Ontario.
5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	The Underwriting and Option Agreement dated July 14th, 1964 as amended, between the Company and W. D. Latimer Co. Limited, 244 Bay Street, Toronto, Ontario, acting on behalf of Hiltonace Mines Management Limited, Suite 907, 100 Adelaide Street West, Toronto, Ontario, as to a 50% interest and Richfield Securities Limited, 366 Bay Street, Toronto, Ontario, as to the remaining 50% interest, has been terminated by default, the firm commitment of 400,000 shares at 15¢ per share having been taken down and paid for thereunder. Subject to the re-organization of the Company's capital structure as described in Item 4 hereof, W.D. Latimer Co. Limited, 244 Bay Street, Toronto, Ontario, acting on behalf of the said Hiltonace Mines Management Limited and Richfield Securities Limited, would underwrite 200,000 shares of the capital stock of the Company, as re-organized, at 35¢ per share, payable forthwith upon the new shares being called for trading, and in consideration of such firm commitment would receive options to purchase all or any part of a further 800,000 shares, being 4 blocks of 200,000 shares each at 35¢, 40¢, 45¢ and 50¢ per share, respectively, which options would be exercisable within 3, 6, 9 and 12 months respectively, of the date on which the new shares of the Company are called for trading on the Toronto Stock Exchange.

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The said W. D. Latimer Co. Limited will enter into the proposed financing arrangement referred to in Item 6 hereof on behalf of the said Hiltonace Mines Management Limited, as to a 50% interest therein and Richfield Securities Limited as to the remaining 50% interest. The only persons having a greater than 5% interest in Hiltonace Mines Management Limited are Samuel Mandel, 5 Fairleigh Crescent, Toronto, Ontario and A. R. Patte, 18 Mill Street, Thornhill, Ontario. Mrs. Beatrice Latimer, Miss Jane Latimer and Miss Anne Latimer, all of 29 Edgehill Road, Islington, Ontario and Mrs. Audrey MacGregor, 128 Glen Manor Drive, Toronto, Ontario, are the only persons holding a greater than 5% interest in Richfield Securities Limited.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company proposes to expend the proceeds of the sale of its treasury shares in the conduct of a programme of exploratory work on its properties in English Township, Montreal River Mining Division, Province of Ontario and Rouyn and Joannes Townships, Province of Quebec, and for current operating expenses. No further expenditure of proceeds will be made until notice of such proposed expenditures has been accepted for filing by the Toronto Stock Exchange. The Company has retained both R. Massey Williams, P. Eng., 84 Glencairn Avenue, Toronto 12, Ontario, and Campbell Fox, P. Eng., R. R. # 4, Brighton, Ontario, to re-examine its records on results obtained on exploration and development of its properties in Rouyn and Joannes Township, Province of Quebec, in order to determine the feasability of re-opening the old shaft. The cost of this study will be on a time basis and $15,000.00 has been allocated for preliminary costs. If it is determined that the properties warrant further exploration, an amending Filing Statement containing the recommendations of Messrs. Williams and Fox will be filed with the Toronto Stock Exchange. Due to the time of year, the Company did not proceed with the recommendations of Geo-Technical Development Co. Limited as outlined in amending Filing Statement No. 252 dated November 24th, 1964, with respect to its claims in English Township, Montreal River Mining Division, Province of Ontario. The Company now intends to proceed forthwith with the recommendations of Geo-Technical Development Co. Limited and has allocated $5,000.00 for diamond drilling should the results of the surveys evidence that this is warranted.
10. Brief statement of company's chief development work during past year.	During the past year the Company has completed 1,500 feet of diamond drilling and a geophysical survey on its Ottaway Township, Porcupine Mining Division, Ontario property, together with geophysical surveys on the Godfrey, Massey and Cote, Ontario properties and 709 feet of diamond drilling and a geophysical survey on its Langmuir Township property, Province of Ontario. The Company has dropped its 50% interest in an undivided 90% interest with Conigo Mines Limited in an option to purchase 7 patented mining claims in Whitesides Township, Ontario, after completing a geophysical survey and 2,000 feet of diamond drilling thereon.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	None
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	N/A

FINANCIAL STATEMENTS

NEW ROUYN MERGER MINES LIMITED
(Incorporated under the laws of Ontario)

INTERIM BALANCE SHEET AS AT MARCH 31, 1965

ASSETS

CURRENT ASSETS		
Cash	125	
Advance re joint exploration venture	8,024	8,149
FIXED ASSETS - at cost (Notes 1 and 2)		
Buildings, plant and equipment	176,026	
Accumulated depreciation	17,023	
	159,003	
Mining claims held under development licences and interest in mining claims	387,303	546,306
DEFERRED EXPENDITURE (Notes 1 and 2)		
Exploration, mine development, maintenance and administrative expenses, less amounts written off	912,681	
Incorporation and organization	8,579	921,260
		$1,475,715

APPROVED ON BEHALF OF THE BOARD

) DIRECTORS

) DIRECTORS

LIABILITIES

CURRENT LIABILITIES			
Bank overdraft			2,504
Accounts payable and accrued liabilities			8,076
			10,580
CAPITAL STOCK LESS DEFICIT			
Capital stock - (Note 3)			
Authorized - 6,000,000 shares of a par value of $1 each		$6,000,000	
Issued and fully paid - 5,062,708 shares		5,062,708	
Discount thereon		3,432,516	
		1,630,192	
Deficit - October 31, 1964	164,590		
Expenses re claims written off	467	165,057	1,465,135
			$1,475,715

ACCOUNTANTS' COMMENTS

The accompanying interim balance sheet of New Rouyn Merger Mines Limited as at March 31, 1965 and statements of exploration, mine development, maintenance and administrative expenses and source and application of funds for the five months ended on that date have been prepared by us from the books and records of the company and from information given to us. We did not perform an audit of the accounts and accordingly we are not in a position to express an opinion on the financial statements.

McDonald, Currie & Co.

TORONTO, April 13, 1965

CHARTERED ACCOUNTANTS

NEW ROUYN MERGER MINES LIMITED

NOTES TO INTERIM FINANCIAL STATEMENTS

FOR THE FIVE MONTHS ENDED MARCH 31, 1965

1. Mining operations were suspended in January 1949. Since that date no provision has been made for depreciation of buildings, plant and equipment.

2. The amounts shown for fixed assets and deferred expenditure represent costs to date (less accumulated depreciation and amounts written off), and are not intended to reflect present or future values.

3. Subject to the acceptance of a Filing Statement dated April 6, 1965 by the Toronto Stock Exchange, the Company proposes to submit to its shareholders a Special Resolution authorizing an application for Supplementary Letters Patent re-organizing its capital structure on the basis of one new share for five old shares. The issued capital would then be reduced to 1,012,542 shares, and the authorized capital increased to 5,000,000 shares with a par value of $1.00 each, and the corporate name would be changed to one which would be acceptable to both the Toronto Stock Exchange and the Provincial Secretary of Ontario.

NEW ROUYN MERGER MINES LIMITED

INTERIM STATEMENT OF EXPLORATION, MINE DEVELOPMENT,

MAINTENANCE AND ADMINISTRATIVE EXPENSES

FOR THE FIVE MONTHS ENDED MARCH 31, 1965

BALANCE - OCTOBER 31, 1964			887,071
Less: Expenses re claims written off			467
			886,604
Exploration -			
Drilling	10,771		
Assaying	403		
Consultants' fees	10,204	21,378	
Mine development and maintenance -			
Licences and fees		472	
Administrative -			
Secretarial and office expense	1,736		
Accounting and auditing	500		
Filing fees	63		
Legal	1,000		
Annual report	1,195		
Travel	663		
Sundry revenue	(930)	4,227	26,077
BALANCE - MARCH 31, 1965			$912,681

NEW ROUYN MERGER MINES LIMITED

INTERIM STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE FIVE MONTHS ENDED MARCH 31, 1965

APPLICATION OF FUNDS			
Mining claims			5,500
Exploration, mine development, maintenance and administrative expenses			26,077
DECREASE IN WORKING CAPITAL - Described below			$31,577

	March 31, 1965	October 31, 1964	
CURRENT ASSETS			
Cash	125	37,266	
Accounts receivable	-	1,000	
Marketable securities	-	2,250	
Deposit	8,024	9,250	
Advance to associated company	-	2,478	
	8,149	52,244	
CURRENT LIABILITIES			
Bank overdraft	2,504	-	
Accounts payable and accrued liabilities	8,076	23,098	
	10,580	23,098	
WORKING CAPITAL	($ 2,431)	$29,146	
DECREASE IN WORKING CAPITAL			$31,577

13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Certificates for 22,500 shares are held in escrow by Eastern & Chartered Trust Company, 1901 Yonge Street, Toronto, Ontario, subject to release only upon the written consent of the Toronto Stock Exchange and the Board of Directors of the Company and subject to transfer, hypothecation or any form of alienation within the escrow, only upon the written consent of the ~~Toronto Stock Exchange.~~
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	S. J. Zacks Investments Limited. 185 Bay Street, Toronto, Ont. 4,219 shares H. L. Isaacs, Suite 414, 200 Bay Street, Toronto, Ontario 4,219 shares G. R. Cameron, Malartic, Quebec 4,219 shares C. Rashall, 185 Bay St., Toronto, Ont. 4,218 shares D. E. Cameron, Malartic, Quebec 3,375 shares O. Briault, Malartic, Quebec 2,250 shares
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Thompson, Kernaghan & Co. Ltd. 365,000 365 Bay St., Toronto, Ont. S. J. Brooks & Co. 268,625 185 Bay St., Toronto, Ont. W. D. Latimer Co. Limited 217,529 244 Bay Street, Toronto, Ont. Thomson & McKinnon 201,300 55 Yonge St., Toronto, Ont. Roycan & Co., - No. 1 Account 138,350 360 St. James St. West, Montreal, P.Q. The beneficial ownership of the above shares is not known to the Company. None of the above shares are subject to any terms of pooling or escrow.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Hiltonace Mines Management Limited, Suite 907, 100 Adelaide Street West, Toronto, Ontario, by virtue of its shareholdings and by the solicitation of proxies, is in a position to materially affect control of the Company.
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	None
18. Brief statement of any lawsuits pending or in process against company or its properties.	None
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	By Agreement dated November 23rd, 1964, the Company acquired from Ralph E. Allerston, 332 Elm Street North, Timmins, Ontario, an option to purchase a group of six contiguous mining claims in Langmuir Township, Porcupine Mining Division, Province of Ontario, for the total sum of $18,000.00, $3,000.00 of which has been paid. A further sum of $3,000.00 is due on or before May 23rd, 1965 and $12,000.00 on or before May 23rd, 1966.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Upon the Underwriting and Option Agreement referred to in Item 6 hereof becoming effective, shares of the capital stock of the Company will be in the course of primary distribution to the public.

DATED April 6th, 1965.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NEW ROUYN MERGER MINES LIMITED

"A.R. Patte" per: [signature] CORPORATE SEAL

"C.B. Jarvis" [signature]

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

W. D. LATIMER CO. LIMITED

"D.G. MacGregor" per: [signature]

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

AR83

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 115.
FILED, MAY 30th. 1963.

NEW ROUYN MERGER MINES LIMITED
Full corporate name of Company

AMENDING FILING STATEMENT

JUL 10 1963

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 843, dated December 12, 1962.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed,	Under Agreement dated the 8th day of February, 1963 Waite Reid & Company Limited assigned on behalf of clients its option on 700,000 shares of the capital stock of the Company and sold certain shares of the Company to S. J. Brooks & Co. on behalf of clients.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	Messrs. T. H. Rea and W. M. Gordon, Q.C., were elected President and Vice-President respectively of the Company on December 11th, 1962. At a Meeting of Directors held on the 3rd day of January, 1963, Martin Goldsmith, General Manager, Concord Realty Limited, 566 Castlefield Avenue, Toronto 12, and Irwin McCaffrey, Manager, LaPaloma Dining Room, 25 Eddy Street, Hull, Quebec, were elected directors in the place and stead of H. L. Isaacs and J. A. Hackett respectively.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Under Agreement dated the 8th day of February, 1963 between Waite Reid & Company Limited, S. J. Brooks & Co., and the Company, S. J. Brooks & Co. on behalf of a client purchased 100,000 shares of the Company at 12½¢ per share plus Toronto Stock Exchange commission. The options held by Waite Reid & Company Limited on behalf of clients on 700,000 shares of the Capital stock of the Company, under Agreement dated the 28th day of November, 1962 were assigned to S. J. Brooks & Co. on behalf of clients. The accounts of clients for whom Waite Reid & Company Limited purchased the 300,000 shares of the capital stock of the Company at 12½¢ per share under Agreement dated the 28th day of November, 1962 were transferred to S. J. Brooks & Co. S. J. Brooks & Co. is acting on behalf of J.D. Cullingham & Co. Ltd., with respect to 100,000 shares of the Company purchased at 12½¢ per share and as to 1/3 of the 700,000 shares under option. J.D. Cullingham & Co. Ltd. is acting on its own behalf with respect to all the above noted shares and a greater than 5% interest in the Company is held by John Gardon, 41 Himount Drive, Willowdale.

FINANCIAL STATEMENTS

NEW ROUYN MERGER MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR SEVEN MONTHS

NOVEMBER 1st, 1962, to MAY 31st, 1963

APPLICATION OF FUNDS.

Licence fees & Acreage Taxes	-	$ 627.93	
Transfer Agent	-	667.84	
Office Expenses	-	500.21	
Audit Fees	-	160.00	
Insurance	-	334.00	
T.S.E. Fees	-	485.75	
Diamond Drilling & Engineering	-	8,349.18	
Management services, travelling, and miscellaneous engineering	-	4,365.37	
			$ 15,490.28
Accounts Payable -			
Diamond Drilling	-	$ 6,721.47	
Engineering Services	-	819.55	
			7,541.02
			$ 23,031.30

SOURCE OF FUNDS.

Working Capital November 1, 1962	-	$ 1,636.00	
Bank Interest April 30, 1963	-	292.93	
Sale of Treasury Shares -			
300,000 @ 12½¢ $ 37,500.00			
100,000 @ 15¢ 15,000.00	-	52,500.00	
			$ 54,398.93

Working Capital at May 31st, 1963 - $ 31,367.63

Increase from October 31st, 1962 - $ 29,731.63

APPROVED ON BEHALF OF THE BOARD.

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	The names and address of the clients on whose behalf S. J. Brooks & Co. was acting in entering into the Agreement referred to in Item 6 hereof and the only persons having any interest therein are as follows: Name and Address — % Interest 1. As to the 200,000 shares of the 300,000 shares purchased by Waite Reid & Company Limited under Agreement dated November 28th, 1962 and proceeds of the sale of the 100,000 shares purchased by S. J. Brooks & Co. from Waite Reid & Company Limited under Agreement dated February 8th, 1963 the interests of the clients as as follows: S. J. Zacks, 185 Bay Street, Toronto 1, Ontario. — 54-2/3% J. I. Florence, c/o Florence Paper Company, Dalhousie Street, Ottawa, Ontario. — 34-2/3% R. J. Isaacs, 330 Bay Street, Toronto 1, Ontario. — 10-2/3% 2. As to the 100,000 shares of the 300,000 shares purchased by S. J. Brooks & Co. from Waite Reid & Company Limited referred to in (1) interests of the clients are as follows: J. D. Cullingham & Company Limited, 185 Bay Street, Toronto 1, Ontario. — 100% 3. As to the two-thirds of the 700,000 shares optioned under Agreement dated the 28th day of November, 1962 the interests of the clients are as follows: S. J. Zacks. — 54-2/3% J. I. Florence. — 34-2/3% R. J. Isaacs. — 10-2/3% 4. As to the one-third of the 700,000 shares optioned under Agreement dated the 28th day of November, 1962 the interests of the clients are as follows: J. D. Cullingham & Company Limited. — 100%
Statement of any other material facts and if none, so state.	There are no other material facts at this date.

DATED May 29th, 1963.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NEW ROUYN MERGER MINES LIMITED

"T.H. Rea" _____ CORPORATE SEAL

"W.M. Gordon" _____

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

S. J. Brooks & Co.

"S.J. Brooks" _____

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AR83

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 228.
FILED, AUGUST 20th. 1964.

NEW ROUYN MERGER MINES LIMITED
Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1151 dated July 15, 1964.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	Assignment of option to purchase 50% of an undivided 90% interest in mining claims (See Item 11).
2. Head office address and any other office address.	Head Office - Suite 907, 100 Adelaide Street West, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President & Director - Alfred Ray Patte, 18 Mill Street, Thornhill, Ontario - Registered Security Salesman. Vice-President, Secretary-Treasurer & Director - Samuel Mandel, 5 Fairleigh Crescent, Toronto, Ontario - Registered Security Salesman, for the past four years. Director - Robert Alfred Emerson Dye, 45 Leacroft Crescent, Don Mills, Ontario - President & Director of R. Anson Barber Company Ltd., Insurance Brokers. Director - Kenneth Alexander Fralick, C.A., 141 Holcolm Road, Toronto, Ontario - Partner, C.A. Fralick & Co., Chartered Accountants. Director - Caleb Basil Jarvis, 120 Jamieson Avenue, Toronto, Ontario. Numismatic Consultant, self-employed. two vacancies.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized capital - 5,520,000 shares $1.00 par value. By virtue of the issue of 400,000 shares of the capital stock of the Company under the presently outstanding Underwriting and Option Agreement dated July 14th, 1964, the issued capital of the Company is now 5,062,708 shares. The Company intends to apply for Supplementary Letters Patent increasing its authorized capital to 6,000,000 shares of $1.00 par value.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	Under the terms of an agreement dated July 14th, 1964, between the Company and W. D. Latimer Co. Ltd., 244 Bay Street, Toronto, Ontario, acting on behalf of a client, the firm commitment of 400,000 shares of the capital stock of the Company at 15¢ per share has been taken down and paid for. There remain options outstanding as follows: 200,000 shares at 20¢ per share payable within three months of the effective date; 200,000 shares at 25¢ per share payable within six months of the effective date; 200,000 shares at 30¢ per share payable within nine months of the effective date; subject to the increase in the capitalization of the Company. (see Item 4.).
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company intends to expend the proceeds of the sale of treasury shares pursuant to the Underwriting and Option Agreement referred to in the Filing Statement dated July 15th, 1964, to (i) pay its portion of the purchase price with respect to the purchase of the mining properties referred to in Item 11 of the said Filing Statement; (ii) implement the recommendations contained in the report of Albert Hopkins, B.A., Sc., dated June 19th, 1964, with respect to the claims in the Township of Ottaway, namely, a geophysical survey thereon at the approximate cost of $10,000.00 and drilling if warranted; (iii) participate with Magnet Consolidated Mines Limited and Yukeno Mines Limited in exploration work with respect to the 29 claims to be acquired in the Townships of Godfrey, Cote and Massey; (iv) pay ordinary expenses; (v) to carry out the recommendations contained in the report of R. Massey Williams, dated August 11th, 1964. No further expenditure of proceeds will be made until notice of such proposed expenditures has been accepted for filing by the Toronto Stock Exchange.

FINANCIAL STATEMENT

NEW ROUYN MERGER MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD MAY 1ST, 1964 TO AUGUST 19TH, 1964

Source of funds			
Sale of treasury shares			$60,000.00
Application of funds			
Development			
Engineer's fee	$ 100.00		
Taxes and licenses	673.51		
Advances re geophysical surveys	4,000.00	$4,773.51	
Administration			
Legal fees	$5,470.47		
Licenses and taxes	154.36		
Head office rent	200.00		
Stock Exchange fees	200.00	6,024.83	
Cost of Massey and Cote Township claims		1,333.33	
Cost of Godfrey Township claims		9,333.34	
Staking - Ottaway Township claims		750.00	22,215.01
Increase in Working Capital			$37,784.99

	April 30th, 1964	August 19th, 1964	Increase (Decrease)
Current assets	$25,469.46	$61,710.45	$36,240.99
Current liabilities	4,209.00	2,665.00	1,544.00
	$21,260.46	$59,045.45	$37,784.99

Approved on behalf of the Board of Directors:

(Director) (Director)

ENGINEER'S REPORT

The President and Directors,
MAGNET CONSOLIDATED MINES LIMITED,
and
NEW ROUYN MERGER MINES LIMITED,
Suite 907,
100 Adelaide Street West,
Toronto 1, Ontario.

Gentlemen:

Re: Claim Group
Whitesides Township
Porcupine Mining Division
District of Cochrane
Ontario

We have studied and discussed with Dr. S.S. Szetu, the findings of the geophysical survey conducted on the seven claims of the GIROUX-KENTISH HOLDINGS in the above-captioned Township.

The Electromagnetic Conducting Axis in the Northern Portion of Claims P 19074 and P 18820 should be further investigated.

WE WOULD RECOMMEND that the diamond drill hole target laid out by Dr. Szetu be drilled immediately. This will be a 45° hole for a minimum depth of 450 feet, at a cost of $3,500.00. Additional drilling will be dependent on the findings.

Respectfully submitted,

Toronto, Ontario
August 11th, 1964

R. Massey Williams,
Professional Engineer.

REGISTERED PROFESSIONAL ENGINEER
MINING
R. M. WILLIAMS
PROVINCE OF ONTARIO

CERTIFICATE

I, RICHARD MASSEY WILLIAMS, of the City of Toronto, in the County of York, in the Province of Ontario, hereby certify -

1. THAT I am a Mining Engineer and Geologist and reside at 84 Glencairn Avenue, Toronto 12, Ontario;

2. THAT I am a graduate of Dalhousie University, Nova Scotia Technical College and the Massachussets Institute of Technology and have been practising my profession as an engineer and geologist for the past twenty-five years;

3. THAT I am a Director of MAGNET CONSOLIDATED MINES LIMITED and act as a Consultant for both MAGNET CONSOLIDATED MINES LIMITED and NEW ROUYN MERGER MINES LIMITED.

4. THAT I am the beneficial owner of 1,000 shares in each Company, which were purchased on the open market prior to the acquisition of the Whitesides Township claims.

5. THAT the accompanying report is based on a general knowledge of the area and discussions with Dr. S. S. Szetu who conducted the geophysical survey.

6. THAT I am a member of the Professional Engineers Association of Ontario, the Canadian Institute of Mining and Metallurgy, the American Institute of Mining and Metallurgical Engineers and a Fellow of the Geological Association of Canada.

Dated at Toronto, Ontario, this 11th day of August, 1964.

R. Massey Williams

REGISTERED PROFESSIONAL ENGINEER
MINING
R. M. WILLIAMS
ONTARIO

10. Brief statement of company's chief development work during past year.	Since the date of the Company's last Filing Statement dated July 15th, 1964, a geophysical survey has been commenced on the properties in Ottaway, Godfrey, Cote and Massey Townships and should be completed hortly.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	By Agreement dated August, 1964, between Oscar Giroux (Giroux) of 852 Royal Street, Malartic, P.Q., of the First Part and the Company and Magnet Consolidated Mines Limited as to a 50% interest each of the Second Part (hereinafter together referred to as the "Companies") Giroux has assigned to the Companies an undivided 90% interest in that certain option agreement dated June 1st, 1964, made between the said Giroux and Lena Warren of the Town of Timmins, in the District of Cochrane, Province of Ontario (hereinafter called "the Warren Option") for the sum of $5,000.00 payable upon acceptance of a Filing Statement by the Toronto Stock Exchange reflecting the terms hereof, and a total of 150,000 free shares of the Companies (see item 13) on or before October 15th, 1964. The Warren Option provides for the right to purchase 7 patented mining claims in the Township of Whitesides, District of Cochrane, Province of Ontario, more particularly described as P.19079, P.19078, P.19077, P.19074, P.18822, P.18821, and P.18820, all of which are entered respectively in the Register for South East Cochrane as Parcels 12462, 12461, 12460, 12457, 12456, 12455 and 12454, for the following consideration: (i) $1,000.00 upon execution, which sum has been paid; (ii) the sum of $3,000.00 on or before August 15th, 1964, which sum has been paid; (iii) the sum of $3,000.00 on or before February 15th, 1965; (iv) and the sum of $3,000.00 on or before August 15th, 1965; (v) 50,000 shares of vendor stock in the capital stock of the Company, (90% of which will be held in escrow at the pleasure of the Toronto Stock Exchange) to which Giroux shall assign the option within 90 days of execution of the Warren option. Upon the Companies completing the exercise of the Warren Option according to its terms an undivided 90% interest in the minerals comprised in the mining claims shall vest in the Companies and the remaining 10% interest in Giroux.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Oscar Giroux, 852 Royal Street, Malartic, P.Q., John H. Kentish, Val d'Or, P.Q.
13 Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Of the 150,000 shares to be issued to Giroux in consideration of the assignment of the option referred to in Item 11 hereof, 90% will be held in escrow at the pleasure of the Toronto Stock Exchange. The Company has made arrangements to deliver the 150,000 free shares in accordance with the terms of the agreement, Hiltonace Mines Management Limited having agreed to substitute free shares for the escrowed shares.
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	Thompson, Kernaghan & Co. Ltd., 365 Bay Street, Toronto, Ontario. — 371,500 shares S. J. Brooks & Co., 185 Bay Street, Toronto, Ontario. — 276,775 shares Waite, Reid & Company Ltd., 220 Bay Street, Toronto, Ontario — 205,500 shares Thomson & McKinnon, 55 Yonge Street, Toronto, Ontario — 203,800 shares Roycan & Co., - No. 1 account 360 St. James Street West, Montreal, P. Q. — 131,550 shares The beneficial ownership of the above shares is not known to the Company. None of the above shares is subject to any terms of pooling or escrow.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Hiltonace Mines Management Limited, Suite 907, 100 Adelaide Street West, by virtue of its shareholdings, and by the solicitation of proxies, is in a position to materially affect control of the company.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	Shares of the Company are in the course of primary distribution to the public. There are no other material facts.

DATED August 17th, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NEW ROUYN MERGER MINES LIMITED (CORPORATE SEAL)

"S. Mandel" S. Mandel (Director)

"K.A. Fralick" K.A. Fralick (Director)

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS AMENDING FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS AMENDING FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

AR83

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 252.
FILED, NOVEMBER 26th. 1964.

NEW ROUYN MERGER MINES LIMITED
Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1151, dated July 15, 1964, and Amending Filing Statement No. 228, dated August 17, 1964.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	a) Acquisition of mining claims (see Item 11). b) Increase in capital (see Item 4).
4. Share capitalization showing authorized and issued and outstanding capital.	By Supplementary Letters Patent dated September 29, 1964, the authorized capital of the Company was increased from $5,520,000 to $6,000,000 by the creation of an additional 480,000 shares of $1.00 par value each, ranking on a parity with the existing shares of the Company. As of the date hereof there are 5,062,708 shares issued and outstanding.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	By Agreement dated October 26th, 1964 between the Company and W. D. Latimer Co. Limited, 244 Bay Street, Toronto, Ontario, acting on behalf of a client, the times within which the respective options may be exercised under the terms of the Underwriting and Option Agreement dated July 14th, 1964, were extended for a period of three months, so that the options to purchase shall be exercisable within the times as follows: 200,000 shares at 20¢ per share on or before January 26th, 1965. 200,000 shares at 25¢ per share on or before April 26th, 1965. 200,000 shares at 30¢ per share on or before July 26th, 1965. The firm commitment of 400,000 shares at 15¢ per share has been taken down and paid for.
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	The Company intends to expend funds presently on hand, together with the proceeds of any options which may be exercised pursuant to the Underwriting and Option Agreement dated July 14th, 1964, as amended, to carry out the recommendations of Stan Guimond and J. P. Jewell in their reports dated November 23rd, 1964, and for current operating expenses. No further expenditure of proceeds will be made until notice of such proposed expenditures has been accepted for filing by the Toronto Stock Exchange.
10. Brief statement of company's chief development work during past year.	Since the date of the Company's Amending Filing Statement dated August 17th, 1964, 1,500 feet of diamond drilling and a geophysical survey have been completed on the Company's Ottaway Twp., Porcupine Mining Division, Ontario property, together with the completion of geophysical surveys on the Godfrey, Massey & Cote, Ontario, properties. The Company has dropped its 50% interest in an undivided 90% interest with Magnet Consolidated Mines Limited in an option to purchase 7 patented mining claims in Whitesides Twp., Ontario, after completing a geophysical survey and 2,000 feel of diamond drilling thereon.

FINANCIAL STATEMENTS

NEW ROUYN MERGER MINES LIMITED
(Incorporated under the laws of Ontario)

INTERIM BALANCE SHEET AS AT OCTOBER 31, 1964

A S S E T S

CURRENT ASSETS		
Cash	37,266	
Accounts receivable	1,000	
Marketable investment - at cost less amounts written off (quoted market value - $3,750)	2,250	
Advance to associated company	2,478	
Deposit re geophysical surveys	9,250	52,244
FIXED ASSETS - at cost (Notes 1 and 2)		
Buildings, plant and equipment	176,026	
Accumulated depreciation	17,023	
	159,003	
Mining claims held under development licences and interest in mining claims	381,803	540,806
DEFERRED EXPENDITURE (Notes 1 and 2)		
Exploration, mine development, maintenance and administrative expenses, less amounts written off	887,071	
Incorporation and organization	8,579	895,650
		$1,488,700

L I A B I L I T I E S

CURRENT LIABILITIES			
Accounts payable and accrued liabilities			23,098
CAPITAL STOCK LESS DEFICIT			
Capital stock -			
Authorized (Note 3) -			
6,000,000 shares of a par value of $1 each		$6,000,000	
Issued and fully paid -			
5,062,708 shares including 400,000 shares issued during the period for cash of $60,000		5,062,708	
Discount thereon		3,432,516	
		1,630,192	
Deficit - July 31, 1964	160,590		
Options expired	4,000	164,590	1,465,602
			$1,488,700

APPROVED ON BEHALF OF THE BOARD

) DIRECTORS

)

ACCOUNTANTS' COMMENTS

The accompanying balance sheet of New Rouyn Merger Mines Limited as at October 31, 1964 and statements of exploration, mine development, maintenance and administrative expenses and source and application of funds for the three months ended on that date have been prepared by us from the books and records of the company and from information given to us. We did not perform an audit of the accounts and accordingly we are not in a position to express an opinion on the financial statements.

McDonald, Currie & Co

TORONTO, November 23, 1964

CHARTERED ACCOUNTANTS

NEW ROUYN MERGER MINES LIMITED

NOTES TO INTERIM FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED OCTOBER 31, 1964

1. Mining operations were suspended in January 1949. Since that date no provision has been made for depreciation of buildings, plant and equipment and no amounts have been written off exploration, mine development, maintenance and administrative expenses.

2. The amounts shown for fixed assets and deferred expenditure represent costs to date (less accumulated depreciation and amortization in case of items referred to in Note 1), and are not intended to reflect present or future values.

3. Under the terms of an underwriting agreement dated July 14, 1964 (amended October 26, 1964) the following options are outstanding on the company's unissued capital stock:

   200,000 shares at 20¢ per share to be taken up and paid for prior to January 26, 1965.

   200,000 shares at 25¢ per share to be taken up and paid for prior to April 26, 1965.

   200,000 shares at 30¢ per share to be taken up and paid for prior to July 26, 1965.

INTERIM STATEMENT OF EXPLORATION, MINE DEVELOPMENT,

MAINTENANCE AND ADMINISTRATIVE EXPENSES

FOR THE THREE MONTHS ENDED OCTOBER 31, 1964

BALANCE - JULY 31, 1964			856,275
Exploration -			
Drilling	12,385		
Assaying	725		
Consultants' fees	10,436		
Sundry	134	23,680	
Mine development and maintenance -			
Licences and fees	302		
Wages	700	1,002	
Administrative -			
Rent	700		
Accounting and auditing	900		
Transfer agent's fees	299		
Legal	1,279		
Stock exchange	600		
Annual report	621		
Directors' fees	300		
Travel	1,336		
Sundry	79	6,114	30,796
BALANCE - OCTOBER 31, 1964			$887,071

NEW ROUYN MERGER MINES LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE THREE MONTHS ENDED OCTOBER 31, 1964

SOURCE OF FUNDS		
Proceeds from issue of shares		60,000
APPLICATION OF FUNDS		
Mining claims	10,666	
Exploration, mine development, maintenance and administrative expenses	30,796	
Options expired	4,000	
Additions to fixed assets	1,473	
Expenses re supplementary letters patent	350	47,285
INCREASE IN WORKING CAPITAL - described below		$12,715

	October 31, 1964	July 31, 1964
CURRENT ASSETS		
Cash	37,266	14,146
Accounts receivable	1,000	1,000
Marketable securities	2,250	2,250
Deposit	9,250	-
Advance to associated company	2,478	-
	52,244	17,396
CURRENT LIABILITIES		
Accounts payable and accrued liabilities	23,098	965
WORKING CAPITAL	$29,146	$16,431
INCREASE IN WORKING CAPITAL		$12,715

McDONALD, CURRIE & CO.

GEOLOGIST'S REPORT

Note - The following are excerpts from a report by J.P. Jewell, Mining Geologist, dated November 23rd, 1964, on mining claims located in Langmuir Township, Porcupine Mining Division, Province of Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

PROPERTY AND LOCATION:

The holdings of New Rouyn Merger Mines Limited consist of two groups of claims in the northwest quadrant of Langmuir township, Porcupine Mining Division, District of Temiskaming. One block, consisting of four claims of approximately 40 acres each, is situated along the north boundary of the township adjoining the south boundary of Carman township. These claims are registered in the Mine Recording Office at Timmins as numbers:

P. 49801
P. 49802
P. 49803
P. 49852

The second block contains two mining claims located approximately three-quarters of a mile south which have been designated as mining claim numbers:

P. 64951
P. 64953

It is a distance of approximately 25 miles north-west to the Texas Gulf Sulphur discovery area in Kidd township from the New Rouyn Merger ground, and 16 air miles to the town of Timmins. The properties lie approximately 13 miles south of the settlement of Nighthawk Center on Highway 101. The south group is about 2½ miles north of the McWatters Mines diamond drilling operations in Langmuir township.

CONCLUSIONS AND RECOMMENDATIONS:

The New Rouyn Merger holdings in Langmuir township are well situated relative to favourable geological environment for base metal deposition. The south group, in particular, is of special interest due to the occurrence of basic intrusive formation, which provides an attractive target for base metal exploration. The location of this basic intrusive is further indicated by areomagnetic map No. 291-G, published by the Bureau of Mines and Technical Surveys, Ottawa. The sulphide showing on claim 64951 is considered important in light of results of the McWatters exploration to the south.

It is recommended that the mineralized showing occurring on claim 64951 be investigated immediately by rock trenching and sampling. In this manner it can be traced as far as is feasible and the nature of the zone determined. This preliminary work would be followed by a ground geophysical survey, the technique utilized to be guided by resultant information obtained from the surface exploration. The nature and manner of the mineralization would determine the most suitable instrument for response. Geological mapping is also recommended and should be conducted at the present time if weather conditions allow. It is recommended that $8,500 be provided to implement the above proposed preliminary program and that the work commence as soon as possible.

Respectfully submitted,

J. P. Jewell,
Mining Geologist.

Toronto, Ontario,
November 23rd, 1964.

CERTIFICATE OF QUALIFICATION

I, J.P.Jewell, do hereby certify that:

1. I am a geologist and reside at 82 Pine Cresent, Toronto 13, Ontario.

2. I am a graduate of the University of Michigan and have been practicing my profession for over twenty years.

3. I have no interest direct or indirect in the properties of New Rouyn Merger Mines Limited, nor do I expect to receive any such interest.

4. I have no interest direct or indirect in the securities of New Rouyn Merger Mines Limited, nor do I expect to receive any such interest.

5, The accompanying report is based on personal knowledge of area from previous work on properties in Nighthawk Center and Timmins, and from Map No.49h and report by L.GBerry, Vol.XLIX, Part 4, 1940. Ontario Department of Mines.

J.P.Jewell
Mining Geologist

GEOLOGIST'S REPORT

Note - The following are excerpts from a report by S. Guimond, B.Sc., Geologist, dated November 23rd, 1964, on mining claims located in English Township, Montreal River Mining Division, District of Sudbury, Province of Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

PROPERTY

The property consists of a block of four (4) mining claims known as the Cooper Claims in English Township (O.D.M. Plan No. M 787), Montreal River Mining Division, District of Sudbury, Ontario. The claim numbers are M.R. 40009 to M.R. 40012, inclusive. The area of the property is approximately 160 acres.

LOCATION AND ACCESS

The property is located on latitude 48° 02', longitude 81° 15', approximately. The location is roughly 29 miles cross-country southward of Timmins and about the same distance west-northwestward from Matachewan. It is easily accessible from Matachewan by Highway 566, on to a gravel road that passes within a mile of the property. This same road continues northward to Timmins.

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RECOMMENDATIONS

It is recommended that the vein showing be checked on the surface and that combined electromagnetic and magnetometer geophysical surveys be done on the property. Approximately 5 miles of lines would be required to run these surveys, including the base line and the property boundaries. The cost of these surveys is estimated at $1,200.00.

Respectfully submitted,

GEO-TECHNICAL DEVELOPMENT CO. LIMITED,

Stan Guimond

STAN GUIMOND, B.Sc.,
Geologist.

SG:PJ

CERTIFICATE

I, Stanislas Guimond, of Scarborough, in the Province of Ontario, hereby certify:

1. THAT I reside at 52 Wolcott Ave., Scarborough, Ontario.
2. THAT I hold a Degree, B.Sc. in Geology, 1935, University of New Brunswick, Fredericton, N.B., and that I have been practicing my profession as Geologist for a period of twenty-three years.
3. THAT I have no direct or indirect interest, whatsoever in the property or mining claims covered by this report, nor have I direct or indirect interest in the shares of NEW ROUYN MERGER MINES LTD. I do not expect to receive any further direct or indirect interest in the shares of mining claims held by NEW ROUYN MERGER MINES LTD.
4. THAT this report is based on a study of Government geological maps and reports and the aeromagnetic map of the Timmins-Matachewan area, personal examination of a property in the northeast corner of English Township and geophysical mapping of a property in the neighbouring Zavitz Township.

Stan Guimond

S. GUIMOND, B. Sc.

DATED at Toronto, Ontario,
this 23rd day of November, 1964.

11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	By Agreement dated November 20th, 1964, between the Company and Jack F. Cooper, 34 Shipley Rd., Weston, Ontario, the Company has agreed to purchase a group of four (4) contiguous unpatented mining claims in the Township of English, Montreal River Mining Division, Province of Ontario being claim nos. MR40009 - 12 inclusive, for the sum of $2,500, $500 of which amount was paid upon acceptance of the offer by Mr. Cooper, and the balance of $2,000 will be payable within two days of the acceptance of the terms of this Filing Statement by the Toronto Stock Exchange. Subject to acceptance of the terms hereof by the Toronto Stock Exchange, the Company contemplates acquiring from Ralph Allerston, 332 Elm Street. North, Timmins, Ontario, an option to purchase a group of 6 continguous mining claims in Langmuir Township, Porcupine Mining Division, Province of Ontario, being claim nos. P49801 - 3 inclusive, P49852, P64951 and P64953 for the following consideration: a) the sum of $500 payable upon acceptance of the offer by Mr. Allerston b) the sum of $2,500 within three days of the acceptance of the terms of this Filing Statement by the Toronto Stock Exchange c) the sum of $3,000 on or before May 23, 1965 d) the sum of $12,000 on or before May 23, 1966. It is a term of the Agreement that in the event the Company disposes of the said claims, 25% of the consideration so received by the Company shall be paid to the Optionor.
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	The Company is advised that the only persons who will receive a greater than 5% interest in the consideration to be paid for the claims noted in Item 11 are: Jack F. Cooper, 34 Shipley Rd., Weston, Ontario. R. Massey Williams, 84 Glencairn Ave., Toronto, Ont. A. G. Schlitt, 169 Grenview Blvd., S., Toronto, Ont. Ralph Allerston, 322 Elm Street, Timmins, Ontario.
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	Hiltonace Mines Management Limited, Suite 907, 100 Adelaide Street, West, Toronto, Ontario, by virtue of its shareholdings and by the solicitation of proxies, is in a position to materially affect control of the Company.
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no other material facts. Shares of the capital stock of the Company continued to be in the course of primary distribution to the public.

DATED November 24th, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

NEW ROUYN MERGER MINES LIMITED

"A.R. Patte" per: _____ CORPORATE SEAL

"S. Mandel" _____

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

W. D. LATIMER CO. LIMITED

"D.G. MacGregor" per: _____